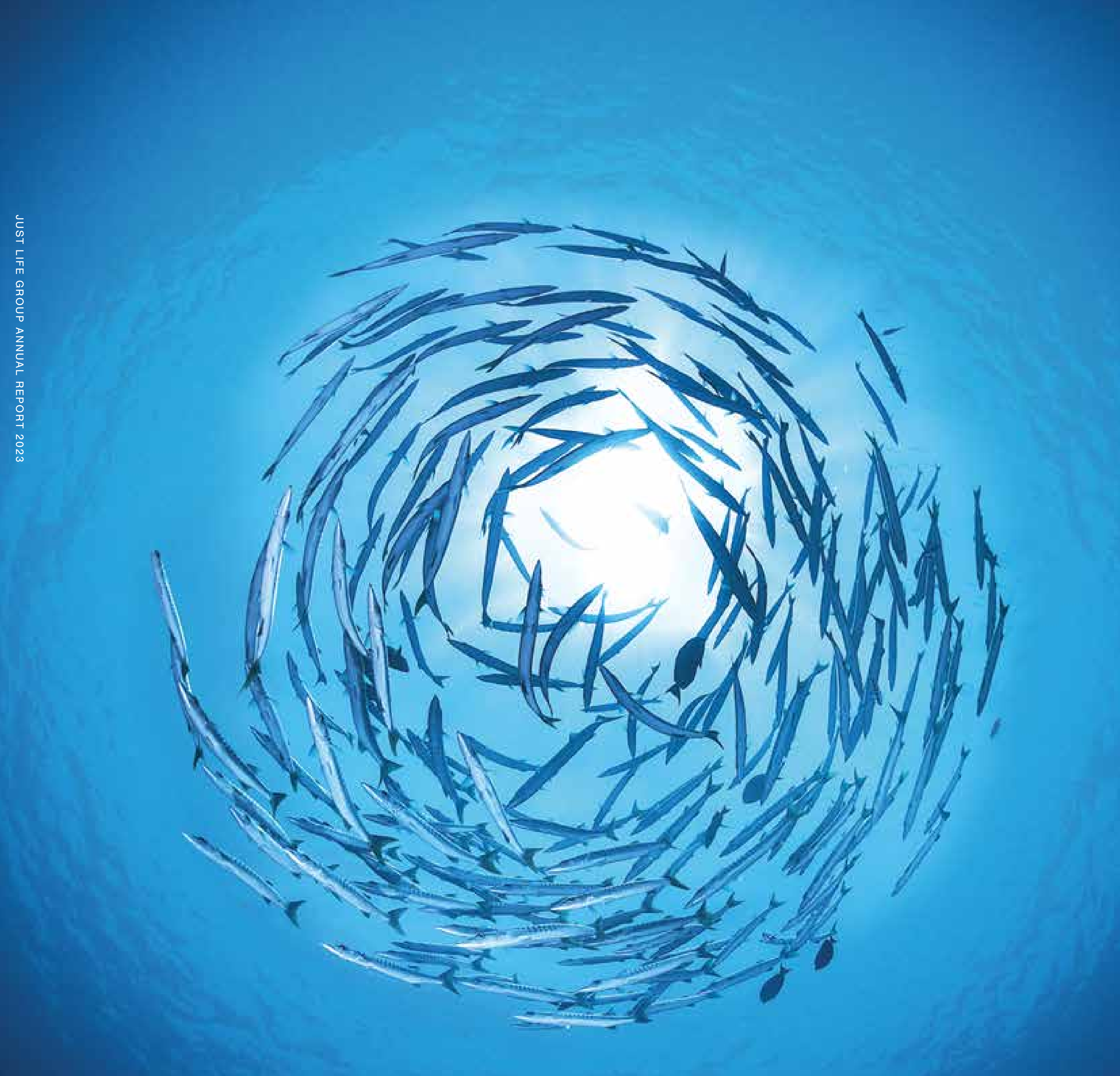

ANNUAL REPORT • YEAR ENDED 30 JUNE 2023
Just Life Group

Just Water.

- New Zealand's leading brand of water coolers
- Recurring income from a customer base built up over more than 30 years
- Global trend towards drinking water versus sugary drinks
- Trend towards drinking safe water is increasing

Contents



about health

- Premium New Zealand -made supplements brand
- Large customer base built up over 20 years
- Strong brand recognition
- Both online channels and health supplement channels in growth mode

NaturalSolutions

- Specialist natural medicines
- Global distributor of Bravo Probiotic and Imuno products
- Consultancy services

HERBAL IGNITE

NATURALLY. BY INTENZA

- Sexual and hormone health supplements
- Customer base built up over 20 years
- Strong brand recognition

Chair & Chief Executive Officer's Report

"The more you understand your customers, the more professionally you can serve them. We pride ourselves on always being available to our customers, from the top down."

Tony Falkenstein, Chief Executive

Year ended 30 June 2023 highlights

TOTAL REVENUE
$36.7m
0%

EBITDA
$7.5m
-7%

NET EARNINGS
$2.2m
-3%

EARNINGS PER SHARE
2.2 cents

DIVIDEND PER SHARE
1.2 cents

TOTAL ASSETS
$55.0m
-6%

Overall Financial Performance

The directors are pleased to report the financial results for the year ended 30 June 2023.

Like many other businesses, we found this to be one of the most challenging years in our history, principally due to the changing economic environment. We have responded to these changes, and believe we have a strong skill base for the business going forward.

Group revenue for the full year was the same as last year, and this year's second half revenue was similar to the first half.

During the year we expanded our Leadership team, appointing General Managers to operate the Healthy Living and Healthy Homes business segments. While this put pressure on operating expenses, we believe that we have laid the foundation for the future of the business.

Overall, our operating costs increased significantly, resulting in EBITDA decreasing by $0.5 million or 7%.

Overall, earnings after tax were virtually the same as the previous year, although we do note in the previous year we booked a non-cash impairment charge of $0.8 million.

Cash Management and Dividends

We reduced net debt by $7.4 million during the year to $13.1million. The directors believe that net debt is at prudent levels with a debt/equity ratio of 48:52. A key reason for the reduction in debt was the sale of the Auckland Head Office building in August 2022 for $7.7 million, which was nicely timed to maximise the market price.

Dividends paid out in cash during the year totalled $1.5 million, and the acquisition of the Natural Solutions supplements business cost $1.7 million.

The directors have decided to continue a cautious approach to the dividend stream in the current economic climate and have declared a final dividend of 0.7 cents per share for the year ended 30 June 2023. The total dividend for the year will be 1.2 cents per share (2022: 2.4 cents). The total dividend for the year is covered 1.8 times by earnings.

Business Update

The business is quite clearly divided, and accounted for, as two separate strategic business segments – Healthy Living and Healthy Homes.

1. **Healthy Living** – this includes the water cooler business, Just Water, and the dietary supplements business, About Health, which has integrated two further acquisitions: Herbal Ignite and Natural Solutions.

   Just Water was the original business, and our base of water cooler solutions and bottled water delivery customers, established over 35 years, contributes strongly to our cash flow. Although the business-to-business market is nearing saturation, with employees expecting chilled drinking water to be available in every workplace, the home market is still in its infancy. In our view it does not make financial or environmental sense for people to be buying a bottle of water from the local supermarket or dairy when they could be filling a sipper bottle for themselves or their children from their Just Water home water cooler.

   We have put a lot of emphasis on customer service, reflected in our CEO Guarantee of treating each customer as though they were a member of the Just Water family. We regularly exceed our target of 98% of calls being answered first time.

About Health is known by its product brands, and in particular Lester's Oil, Res-V, Element 12 and Herbal Ignite. We have recently entered into retail partnerships with Health 2000 and Life Pharmacy, and the retail channels will be an ongoing focus in 2024.

In May we launched a TV infomercial campaign for our Lester's Oil product with record results. We anticipate continuing to use this media channel in the future.

Herbal Ignite is now available in all Health 2000 stores, and we are delighted with the sales results to date.

We plan to launch the product internationally at the world's biggest natural products trade fair, Natural Products Expo in the United States in March 2024. The intent is to also sell through Amazon Online about the same time. Although unlikely to impact the 2024 results, it will be a major part of our 2025 About Health strategy.

2. **Healthy Homes** – this includes The Cylinder Guy, Solatube and Hometech.

   The Cylinder Guy is a well-known brand and tends to be the first company people think about when their hot water cylinder leaks or stops heating. With a new website making it simple for customers to make contact, a customer can expect a written quotation quickly, with no surprises.

   Solatube is a key product for the Healthy Home business – it is a tubular skylight, which is favoured over conventional skylights because it does not allow UV light or the sun's heat to enter the room. Solatube is installed by a dedicated licensee network throughout New Zealand.

   Hometech is the ventilation specialist and operates directly with customers as well as building companies and Kāinga Ora. It offers a ventilation solution for every requirement.

Our Team

Over the year we have made significant progress in revitalising our team culture and building capability. Our team member survey shows a 72% positive engagement within the business, and we are always trying to improve this in our annual goals.

The New Zealand labour market has tightened, and there has been upward pressure on wages, which has required us to review how we incentivise team members. We are proud that team member turnover has been low.

The directors would like to thank all team members for their commitment to the business – for many individuals it has been, and continues to be, a tough economic environment. We appreciate your continued support.

The Future

The Company has always been profitable, and for the last 7 years has been in a position to pay a dividend to shareholders. This year we have had to tighten our belt, both within the company and to shareholders, which we believe is a prudent approach in the current economic environment.

We have a portfolio of excellent brands, a great team, fantastic culture and good processes. On this basis we will aim to drive sustainable customer growth in the coming financial year.

We thank shareholders for their commitment to the business.

Phil Norman
Chair

Tony Falkenstein
Chief Executive

This is Just Life Group

Just Water.

New Zealand's leading brand of water coolers

Recurring income from a customer base built up over more than 30 years

Global trend towards drinking water versus sugary drinks

Trend towards drinking safe water is increasing

SOLATUBE

Innovation in Daylighting™

Just Life Group has been sole New Zealand distributor for 25 years

The highest light output of all tubular skylight systems

Trained licensees throughout New Zealand

Blocks UV rays and heat coming into the home

Unique tubular skylight system

Natural light into dark spaces

> "In all brands, we own the relationship with the customer."

about health

Premium New Zealand - made supplements brand

Large customer base built up over 20 years

Strong brand recognition

Both online channels and health supplement channels in growth mode

THE CYLINDER GUY.CO.NZ

Known brand through TV and other advertising

Customer focused – very efficient follow-up process

Contractors throughout New Zealand

Recession proof as the focus is on replacing existing systems

hometech™

Better spaces. Better lives.

Providing and installing ventilation in New Zealand homes for 30 years

Long-term ventilation partner with leading social housing agencies throughout New Zealand

Offering new and innovative solutions to meet changing government and consumer requirements

Operating with a nationwide contractor base

This is our Board

Tony
Falkenstein

Phil
Norman

Lynne
Jacobs

Richard
Carver

Steve
Bayliss

Directors' Report

The Board of Directors present the consolidated financial statements of the Group for the year ended 30 June 2023 and the independent auditor's report thereon.

The directors are responsible, on behalf of the Company, for presenting these consolidated financial statements in accordance with applicable New Zealand legislation and generally acceptable accounting practices in New Zealand in order to present consolidated financial statements that present fairly, in all material respects, the financial position of the Group as at 30 June 2023 and the results of the Group's operations and cash flows for the year then ended.

For and on behalf of the Board of Directors who approved these consolidated financial statements for issue on 24 August 2023.

Phil Norman
Chair
24 August 2023

Tony Falkenstein
Chief Executive
24 August 2023

hometech™

Better spaces. Better lives.

- Trade supplier brand
- Contractors throughout New Zealand
- Trend towards installed solutions

unovent®

- Just Life Group's own patented product
- Disruptor in established home ventilation market
- Less expensive – no ducting required
- Less electricity cost to run – only $1 a month for an average home
- Low cost for filter change and easy as changing a light bulb

Financials

Consolidated Statement of Comprehensive Income

For the year ended 30 June 2023

	Notes	30 June 2023 $000	30 June 2022 $000
Operating revenue	2.1	36,432	36,218
Government grants		26	226
Other income		239	165
Revenue		**36,697**	**36,609**
Employee costs	17.1	(10,447)	(9,767)
Finished goods and consumables used	6.3	(8,120)	(8,374)
Service contractors		(2,692)	(2,782)
Marketing expenses		(2,161)	(2,022)
Other operating expenses		(5,682)	(5,214)
Acquisition costs	17.1	(55)	(379)
Earnings before interest, tax, depreciation and amortisation	2.2	**7,540**	**8,071**
Depreciation	7	(1,288)	(1,387)
Impairment of goodwill	8.3	-	(800)
Amortisation of right of use assets	10.1	(588)	(471)
Amortisation of contract assets	8.2	-	(15)
Amortisation of other intangible assets	8.1	(957)	(888)
Profit before interest and tax		**4,707**	**4,510**
Interest expense		(1,663)	(1,029)
Profit before tax		**3,044**	**3,481**
Income tax expense	2.3	(887)	(1,253)
Profit after tax		**2,157**	**2,228**
Profit after tax is attributed to			
Shareholders of Just Life Group Limited		2,168	2,265
Non-controlling interests		(11)	(37)
Profit after tax		**2,157**	**2,228**
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Gain on revaluation of land and buildings		-	863
Deferred tax on the above item		-	413
		-	**1,276**
Items that may be reclassified to profit or loss:			
Hedge reserve	16.1	(123)	160
		(123)	160
Other comprehensive income/(loss) for the year, net of tax		**(123)**	**1,436**
Total comprehensive income		**2,034**	**3,664**
Total comprehensive income is attributed to			
Shareholders of Just Life Group Limited		2,045	3,701
Non-controlling interests		(11)	(37)
Total comprehensive income		2,034	3,664
Earnings per share for profit attributable to the shareholders of the Parent			
Basic earnings per share (cents)	5.2	2.2	2.3
Diluted earnings per share (cents)	5.2	2.2	2.3

The accompanying notes to the consolidated financial statements are an integral part of, and should be read in conjunction with, the above Consolidated Statement of Comprehensive Income of Just Life Group Limited.

Consolidated Statement of Financial Position

As at 30 June 2023

	Notes	30 June 2023 $000	30 June 2022 $000 (restated)
CURRENT ASSETS			
Cash and cash equivalents	4.1	4	10
Trade and other receivables	6.1	3,652	4,304
Contract work in progress	6.2	298	196
Inventories	6.3	4,564	4,626
Derivative assets	16	10	133
Assets held for sale		-	7,516
Total current assets		**8,528**	**16,785**
NON-CURRENT ASSETS			
Property, plant and equipment	7	4,062	4,187
Right of use assets	10.1	6,725	3,000
Contract assets	8.2	-	14
Intangible assets	8	35,639	34,680
Total non-current assets		**46,426**	**41,881**
Total assets		**54,954**	**58,666**
CURRENT LIABILITIES			
Bank overdrafts	4.1, 11	152	255
Interest-bearing loans and borrowings	11	1,590	1,847
Trade and other payables	12	3,497	4,260
Lease liabilities	10.2	330	285
Current tax liabilities		426	560
Contract liabilities	14	221	210
Total current liabilities		**6,216**	**7,417**
NON-CURRENT LIABILITIES			
Interest-bearing loans and borrowings	11	11,343	18,421
Lease liabilities	10.2	6,902	2,812
Deferred tax liabilities	9	2,135	2,172
Total non-current liabilities		**20,380**	**23,405**
Total liabilities		**26,596**	**30,822**
Net assets		**28,358**	**27,844**
EQUITY			
Share capital	5.1	29,883	29,507
Retained losses		(1,570)	(5,782)
Share option reserve		33	36
Hedging reserve		12	135
Asset revaluation reserve		-	3,937
Non-controlling interests		-	11
Total equity		**28,358**	**27,844**

Phil Norman
Chair and Independent Director
24 August 2023

Richard Carver
Independent Director
24 August 2023

The accompanying notes to the consolidated financial statements are an integral part of, and should be read in conjunction with, the above Consolidated Statement of Financial Position of Just Life Group Limited.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2023

	Issued capital	Retained earnings/(losses)	Share option reserve	Hedge reserve	Asset revaluation reserve	Non-controlling interests	Total equity
	$000	$000	$000	$000	$000	$000	$000
Balance as at 1 July 2021	**28,525**	**(5,677)**	**31**	**(25)**	**2,661**	**48**	**25,563**
Profit for the period	-	2,265	-	-	-	-	2,265
Other comprehensive income	-	-	-	-	1,276	-	1,276
Total comprehensive income for the year	**-**	**2,265**	**-**	**-**	**1,276**	**-**	**3,541**
Issue of ordinary shares in relation to the Dividend Reinvestment Plan	982	-	-	-	-	-	982
Dividends paid	-	(2,370)	-	-	-	-	(2,370)
Hedging reserve	-	-	-	160	-	-	160
Fair value of options issued	-	-	5	-	-	-	5
Non-controlling interests	-	-	-	-	-	(37)	(37)
Balance as at 30 June 2022	**29,507**	**(5,782)**	**36**	**135**	**3,937**	**11**	**27,844**
Profit for the period	-	2,168	-	-	-	(11)	2,157
Other comprehensive income	-	-	-	(123)	-	-	(123)
Total comprehensive income for the year	**-**	**2,168**	**-**	**(123)**	**-**	**(11)**	**2,034**
Issue of ordinary shares in relation to the Dividend Reinvestment Plan	376	-	-	-	-	-	376
Dividends paid	-	(1,893)	-	-	-	-	(1,893)
Movement in share option reserve	-	-	(3)	-	-	-	(3)
Transferred to retained earnings on disposal	-	3,937	-	-	(3,937)	-	-
Balance as at 30 June 2023	**29,883**	**(1,570)**	**33**	**12**	**-**	**-**	**28,358**

The accompanying notes to the consolidated financial statements are an integral part of, and should be read in conjunction with, the above Consolidated Statement of Changes in Equity of Just Life Group Limited.

Consolidated Statement of Cash Flows

For the year ended 30 June 2023

	Notes	30 June 2023 $000	30 June 2022 $000
Cash flows from operating activities			
Receipts from customers		37,093	36,305
Government grant received		26	226
Payments to suppliers and employees		(29,655)	(31,121)
Interest paid		(1,608)	(889)
Income tax paid		(1,168)	(1,478)
Net cash flows from operating activities	4.2	**4,688**	**3,043**
Cash flows from investing activities			
Acquisition through business combination		(1,728)	(2,119)
Purchase of property, plant and equipment		(1,356)	(1,308)
Proceeds from sale of property, plant and equipment	10.3	3,556	29
Purchase of intangible assets		(132)	(21)
Net cash flows from/(used in) investing activities		**340**	**(3,419)**
Cash flows from financing activities			
Proceeds from borrowings		9,102	15,200
Repayment of borrowings		(16,380)	(13,139)
Proceeds from sale and leaseback transaction	10.3	4,163	-
Dividends paid to Company's shareholders (net of dividend reinvestment plan)		(1,516)	(1,388)
Lease repayments		(300)	(540)
Net cash flows (used in)/from financing activities		**(4,931)**	**133**
Net increase/(decrease) in cash and cash equivalents		97	(243)
Cash and cash equivalents at beginning of financial year		(245)	(2)
Cash and cash equivalents at 30 June		**(148)**	**(245)**
Cash and cash equivalents		4	10
Bank overdrafts		(152)	(255)
Total cash and cash equivalents		**(148)**	**(245)**

The accompanying notes to the consolidated financial statements are an integral part of, and should be read in conjunction with, the above Consolidated Statement of Cash Flows of Just Life Group Limited.

1

General Information

The following consolidated financial statements for Just Life Group Limited (the 'Company') and its subsidiaries (collectively the 'Group') are for the year ended 30 June 2023 and represent the full year result for the Group.

The Group's vision is to enhance lives providing premium products and services focused on the healthy living and healthy homes market sectors (see segment Note 2.2 for further details).

The preparation of consolidated financial statements in conformity with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) requires the use of certain critical accounting estimates and judgements concerning the future. The resulting estimates may not equal related actual results. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are identified below.

Note 3	**Business combinations**	Page 26	Assumptions used in applying NZ IFRS 3
Note 8.3	**Goodwill**	Page 36	Assumptions used in testing goodwill
Note 10	**Leases**	Page 41	Assumptions used in applying NZ IFRS 16

Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out throughout the document where they are applicable. These policies have been consistently applied to all years presented, unless otherwise stated.

Critical judgements and estimates in applying the accounting policies

Further details of the nature of these critical judgements and estimates may be found throughout the financial statements as they are applicable.

The Group has considered the impact of climate change on the business and the potential impact of its tangible and intangible assets. This is an evolving area where regulations are in their infancy and management is closely monitoring and assessing the potential impact, if any, in the future.

Just Life Group Limited is a limited liability company which is domiciled and incorporated in New Zealand, and whose shares are publicly traded on the New Zealand Stock Exchange (NZX).

These consolidated financial statements have been approved for issue by the Board of Directors on 24 August 2023.

Basis of preparation

Statutory base

Just Life Group Limited is a company registered under the Companies Act 1993 and is an FMC reporting entity under Part 7 of the Financial Markets Conduct Act 2013. The consolidated financial statements of the Group have been prepared in accordance with the requirements of Part 7 of the Financial Markets Act 2013 and the NZX Main Board Listing Rules.

Historical cost convention

The consolidated financial statements have been primarily prepared in accordance with the historical cost convention, which involves recording assets, liabilities, and equity at their original acquisition or production cost.

General Information

However, certain significant exceptions to this convention have been applied, including the following:

- **Fair Value of Derivatives:** Certain financial instruments, such as derivatives, have been measured at their fair value rather than their historical cost. Fair value reflects the estimated market value of these instruments at the reporting date, providing a more accurate representation of their current worth.
- **Revalued Property, Plant, and Equipment (PPE):** While most assets have been recorded at historical cost, certain land and buildings have been revalued to reflect their fair value at a specific point in time. Revaluation involves assessing the current market value of these assets and adjusting their carrying amounts accordingly.
- **Assets Held for Sale:** Assets classified as held for sale have been measured at the lower of their carrying amount or fair value less costs to sell.

These exceptions allow for a more accurate representation of the financial position and performance of the entity, taking into account the current market conditions and economic realities associated with these specific items.

Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with New Zealand Generally Accepted Accounting Practice (NZ GAAP) as applicable for profit orientated entities. They comply with International Financial Reporting Standards (IFRS) and NZ IFRS.

Going concern

The consolidated financial statements have been prepared on a going concern basis. As at 30 June 2023 the Group had working capital of $2.31m (2022: $9.37m). The directors assessed the financial performance of the Group, including forecast cash flows and unutilised bank facilities, and are satisfied that the going concern assumption remains appropriate.

Prior period error

During the year the Group identified the recognition of contract work in progress and contract liabilities in relation to the its customer contract revenues recognised over time were incorrectly grossed up on the Consolidated Statement of Financial Position. This resulted in the correction of the prior period balances as presented below:

As at 30 June	2022 ($000) Comparative	2021 ($000) Opening balance of the comparative
Contract work in progress - previously stated balance	559	729
Reduction in contract work in progress	(363)	(339)
Contract work in progress - restated balance	196	390
Contract liabilities - previously stated balance	(573)	(509)
Reduction in contract liabilities	363	339
Contract liabilities - restated balance	(210)	(170)

Notes 6.2 contract work in progress, 14 contract liabilities and 16.3 credit risk have also been restated accordingly.

The correction of this error did not result in any changes to the Group's profit or loss and no changes to equity position. As such no restatements were made to the previously reported basic and diluted earnings per share.

A third consolidated Statement of Financial Position has not been presented as this change has not impacted profit before tax, net assets, equity or liquidity of the Group.

1

General Information

Basis of consolidation

Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Group as at 30 June 2023 and the results of all subsidiaries for the year then ended.

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Foreign currency

Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in New Zealand dollars, which is the Group's presentation currency. All financial information is presented in New Zealand dollars, which is the Group's presentation currency, and has been rounded to the nearest thousand.

Transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at the year-end exchange rate of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss component of the Consolidated Statement of Comprehensive Income.

Government grants

As part of its response to COVID-19, the New Zealand Government provided wage subsidies over a specific calendar period to eligible businesses to allow those businesses to retain employees when they were closed or suffering reduced trading due to COVID-19.

The Group have applied NZ IAS 20 Accounting for Government Grants and Disclosure of Government Assistance in accounting for the income received from the COVID-19 wage subsidy.

NZ IAS 20 provides the following key definitions:

- Grants related to assets are government grants whose primary condition is that an entity qualifying for them should purchase, construct or otherwise acquire long-term assets.
- Grants related to income are government grants other than those related to assets.

Based on those definitions, the wage subsidy is a government grant related to income.

Under NZ IAS 20, the wage subsidy is recognised as income in the same period as the wage and salary costs that are being subsidised are recognised. The Group received $0.026m during the year ended 30 June 2023 (2022: $0.226m) and recognised this as government grants.

Financial Performance

This section outlines further details of the Group's financial performance.

2.1 Revenue

The Group recognises revenue when the performance obligations have been fulfilled. The following detail the type of revenue recognised within each category:

2.1.1 Water solutions revenue

Water solutions revenue relates to the provision of filtered water solutions to the customer. Water solutions income is recognised over the period of time the performance obligation is satisfied.

2.1.2 Product revenue

For sales of bottled water, The Cylinder Guy and Designer Tank products, as well as health supplements, revenue is recognised at the point in time when the performance obligations are satisfied by transferring control of goods to the customer. Control over the products is transferred to the customer at the same time as the legal title is passed, which commonly takes place upon delivery.

2.1.3 Service revenue

Revenue on repairs and maintenance (service) provided on customer owned water coolers is recognised at the point in time when the service has been performed.

2.1.4 Supply and installation revenue

The revenue derived from the supply and installation contracts for Hometech products, including Unovent and Solatube products, is recognised over time using the percentage of completion method using costs as input.

Transaction price for all revenue categories includes all amounts which the Group expects to be entitled to net of sales taxes and other indirect taxes, expected rebates and discounts.

There are no significant financing components in the Group's revenue contracts with customers. Refer to Note 6.2 for related disclosure on recognition of contract assets and Note 14 for contract liabilities in relation to revenue from contracts with customers.

	30 June 2023 $000	30 June 2022 $000
Recognised over time		
Water solutions revenue	10,529	10,226
Supply and installation of products	3,430	3,554
Recognised at a point in time		
Product revenue		
Just Water	4,688	4,222
Hometech	7,166	7,751
The Cylinder Guy	3,980	4,188
The Designer Tank	104	115
Health Supplements (About Health, Intenza and Natural Solutions)	5,942	5,522
Service revenue	593	640
Operating revenue	**36,432**	**36,218**

Financial Performance

2.1.5 Aggregate transaction price

The following table presents the aggregate amount of transaction price allocated to unsatisfied transaction prices as of the balance date. The group anticipates that all the transaction price allocated to unsatisfied performance obligations will be recorded as revenue in the upcoming financial year.

	30 June 2023 $000	30 June 2022 $000
Aggregate transaction price	**854**	**933**

2.2 Operating segments

An operating segment is a component of an entity that engages in business activities, which earns revenue and incurs expenses and for which the chief operating decision maker (CODM) reviews the operating results on a regular basis and makes decisions on resource allocation. The Group has determined its CODM to be the Chief Executive Officer and Board of Directors on the basis that it is this group which determines the allocation of resources to segments and assesses their performance. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

The Group sells its products both domestically within New Zealand and to overseas markets, with a mission to empower customers with options for 'healthy living' and 'healthy homes'.The nine major brands have been allocated to the following segments:

- **Healthy Living – Just Water, About Health, Intenza, Natural Solutions**
- **Healthy Homes – Unovent, Solatube, Hometech, The Cylinder Guy, Designer Tanks**

The CODM has identified four groups of cash generating units (CGUs) for the assessment of goodwill impairment. These groups of CGUs consist of Just Water, Health Supplements (including About Health, Intenza, and Natural Solutions), Hometech, and The Cylinder Guy. This information can be found in Note 8.3. The Just Life Group Corporate segment includes the corporate overhead costs of the Group.

Financial Performance

OPERATING SEGMENTS 30 June 2023	Note	Healthy Living $000	Healthy Homes $000	Just Life Group Corporate $000	Total Group $000
Over time		10,529	3,430	-	13,959
At a point in time		11,224	11,249	-	22,473
Revenue		**21,753**	**14,679**	**-**	**36,432**
Other income and government grants		145	107	13	265
Employee costs		(6,844)	(3,070)	(533)	(10,447)
Other trading expenses		(7,996)	(10,045)	(614)	(18,655)
Acquisition costs		-	-	(55)	(55)
EBITDA[1]		**7,058**	**1,671**	**(1,189)**	**7,540**
Depreciation		(1,206)	(82)	-	(1,288)
Amortisation of right of use assets		(243)	(345)	-	(588)
Amortisation of contract assets		-	-	-	-
Amortisation of other intangible assets		(810)	(147)	-	(957)
EBIT[2]		**4,799**	**1,097**	**(1,189)**	**4,707**
Interest expense		(1,225)	(438)	-	(1,663)
Profit/(loss) before income tax		**3,574**	**659**	**(1,189)**	**3,044**
Income tax expense		(1,400)	(319)	832	(887)
Profit/(loss) for the period		**2,174**	**340**	**(357)**	**2,157**
Total additions to non-current assets excluding financial instruments and deferred tax assets		(1,452)	(35)	-	(1,487)

(1) EBITDA is a non-GAAP measure and is defined as earnings before net finance costs, income tax, depreciation and amortisation, and impairment losses.

(2) EBIT is a non-GAAP measure and is defined as earnings before net finance costs, and income tax.

Financial Performance

OPERATING SEGMENTS 30 June 2022	Note	Healthy Living $000	Healthy Homes $000	Just Life Group Corporate $000	Total Group $000
Over time		10,226	3,554	-	13,780
At a point in time		10,422	12,016	-	22,438
Revenue		**20,648**	**15,570**	**-**	**36,218**
Other income and government grants		231	160	-	391
Employee costs		(6,364)	(2,924)	(479)	(9,767)
Other trading expenses		(6,879)	(10,962)	(551)	(18,392)
Acquisition costs		-	-	(379)	(379)
EBITDA		**7,636**	**1,844**	**(1,409)**	**8,071**
Depreciation		(1,167)	(85)	(135)	(1,387)
Impairment of goodwill		-	(800)	-	(800)
Amortisation of right of use assets		(164)	(307)	-	(471)
Amortisation of contract assets		(15)	-	-	(15)
Amortisation of other intangible assets		(716)	(172)	-	(888)
EBIT		**5,574**	**480**	**(1,544)**	**4,510**
Interest expense		(67)	(18)	(944)	(1,029)
Profit/(loss) before income tax		**5,507**	**462**	**(2,488)**	**3,481**
Income tax expense		(1,631)	(374)	752	(1,253)
Profit/(loss) for the period		**3,876**	**88**	**(1,736)**	**2,228**
Total additions to non-current assets excluding financial instruments and deferred tax assets		(1,319)	(10)	-	(1,329)

Geographic information

	30 June 2023 $000	30 June 2022 $000
Total revenue by geographic area		
New Zealand	35,832	36,141
Overseas	600	77
Total	**36,432**	**36,218**

The revenue information above is based on the locations of the customers. Revenue from overseas customer amounted to $600,000 (2022: $77,000), arising from sales in the Healthy Living segment.

Just Life Group Limited uses several non-GAAP measures when discussing financial performance. These include EBITDA and EBIT and may be used internally by management to evaluate performance, analyse trends and allocate resources. These non-GAAP measures do not have a standardised meaning prescribed by GAAP and therefore may not be comparable to similar financial information presented by other entities.

Non-GAAP financial measures should not be viewed in isolation nor considered as a substitute for measures reported in accordance with NZ IFRS.

Financial Performance

2.3 Income tax expense

The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the notional income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements, and to unused tax losses.

	30 June 2023 $000	30 June 2022 $000
Current tax	1,033	1,399
Deferred tax	(146)	(146)
Income tax expense from continuing operations	**887**	**1,253**

	30 June 2023 $000	30 June 2022 $000
Reconciliation of income tax expense to tax rate applicable to profits		
Accounting profit before tax from continuing operations	3,044	3,481
At statutory income tax rate of 28% (2022: 28%)	853	975
Prior period adjustments	(14)	(71)
Non-deductible expenses for tax purposes:		
Other non-deductible expenses	48	349
Income tax expense	**887**	**1,253**

2.4 Imputation credits

The table below represents the balance of the imputation account as at the end of the reporting period adjusted for:

- Imputation credits that will arise from the payment of the amount of the provision for income tax;
- Imputation debits that will arise from the payment of dividends recognised as a liability at the reporting date; and
- Imputation credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

	2023 $000	2022 $000
The amount of imputation credits available for use in subsequent reporting periods	6,697	6,372

3

Business Combinations

Acquisitions in current year

Natural Solutions NZ Limited

On 1 September 2022, the Group acquired the online supplements business of Natural Solutions NZ Limited. Natural Solutions has been operating since January 2015 and has held the distribution rights for products including Imuno and Bravo Probiotics. The Group acquired Natural Solutions to enlarge the range of online supplements in the healthy living segment that can be offered to its customers to promote healthy living.

The identification and fair valuation of assets acquired and liabilities assumed as at the acquisition date is a critical estimate. All assets and liabilities of the acquired business have been allocated to the Healthy Living segment, and their acquisition date fair values are given below.

	Fair value recognised on acquisition $000
Assets	
Inventories	47
Property, plant and equipment	6
Customer relationships	294
Brands	96
	443
Liabilities	
Deferred tax liability	(109)
Total identifiable net assets at fair value	334
Goodwill arising on acquisition	1,394
Purchase consideration transferred in cash	**1,728**

The goodwill of $1,394,000 arising on the acquisition is attributed to the control premium paid for the profitable business. This is not recognised separately from goodwill as the expected future economic benefits arising cannot be reliably measured and it does not meet the definition of identifiable intangible assets.

Natural Solutions' contribution to the Group results for the year ended 30 June 2023 was revenue of $603,000 and operating profit before interest, tax, depreciation and amortisation of intangibles of $161,000, net of acquisition costs of $55,000.

If the acquisition had occurred at the beginning of the year, the contribution to revenue and operating profit before interest, tax depreciation and amortisation of intangibles for the year would have been $724,000 and $259,000 (excluding acquisition costs of $55,000), respectively.

Cash and Short-term Deposits

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly-liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

4.1 Cash and cash equivalents

	Group as at 30 June 2023 $000	Group as at 30 June 2022 $000
Cash and cash equivalents include the following for the purposes of the cash flow statement:		
Cash at bank	4	10
Bank overdrafts	(152)	(255)
Cash and cash equivalents	**(148)**	**(245)**

4.2 Reconciliation of net profit after income tax to net cash inflow from operating activities

	30 June 2023 $000	30 June 2022 $000
Profit after tax for the year	**2,157**	**2,228**
Non-cash items:		
Depreciation of property, plant and equipment	1,288	1,387
Amortisation of right of use assets	588	471
Amortisation of intangible assets	957	904
Impairment of goodwill	-	800
Loss on disposal of property, plant and equipment	106	80
Amortisation of facility fees	51	51
Provision for doubtful debts	27	(108)
Provision for tax	(134)	(79)
Deferred tax	(37)	(146)
Share option expense	(3)	5
Lease liability interest	-	87
Provision for inventory	(28)	164
Net non-cash items	**2,815**	**3,616**
Change in working capital:		
Decrease/(increase) in inventories and work in progress	175	(2,724)
Decrease/(increase) in trade receivables	604	(619)
Decrease/(increase) in trade and other payables, contract liabilities	(1,063)	542
Net change in working capital	**(284)**	**(2,801)**
Net cash generated from operating activities	**4,688**	**3,043**

5 Capital Structure

The Group's capital comprises of contributed equity, reserves, and retained earnings.

The Group's capital management objectives encompass safeguarding its ability to operate as a viable entity, generating returns for shareholders and benefits for other stakeholders. Additionally, the Group aims to maintain an optimal capital structure that minimises the cost of capital.

To achieve and maintain the desired capital structure, the Group makes adjustments such as varying dividend payments to shareholders, returning capital to shareholders, issuing new shares, selling assets to reduce debt, or obtaining additional debt funding.

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds, net of tax.

	30 June 2023 000's	30 June 2022 000's
Ordinary shares, issued and fully-paid	99,513	98,557

All ordinary shares rank equally with one vote attached to each fully-paid ordinary share. Shares have no par value. Shares are listed on the NZX Main Board.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of ordinary shares held.

Every holder of ordinary shares present at a meeting in person or by proxy is entitled to vote and upon a poll each share is entitled to one vote.

5.1 Contributed equity

Movements in ordinary share capital:	**Number of shares 000's**	**Share capital $000**
Ordinary shares on issue as at 30 June 2021	97,369	28,525
Shares issued under the Dividend Reinvestment Plan	1,188	982
Ordinary shares on issue as at 30 June 2022	**98,557**	**29,507**
Shares issued under the Dividend Reinvestment Plan	956	376
Ordinary shares on issue as at 30 June 2023	**99,513**	**29,883**

5.2 Earnings per share

Basic earnings per share are calculated by dividing the profit after tax attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share reflects any commitments the Group has to issue shares in the future that would decrease earnings per share. These are in the form of share options. To calculate the impact, it is assumed that all share options are exercised, which results in the weighted average number of shares outstanding being the same for the basic earnings per share and diluted earnings per share calculations.

Capital Structure

	Year ended 30 June 2023 $000	Year ended 30 June 2022 $000
Profit attributable to ordinary equity holders of the parent for basic earnings	2,168	2,265
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating basic earnings per share	98,835	98,026
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	98,835	98,527

For the year ended 30 June 2023, the average share price was lower then the exercise price for the share options and they have not been included in the calculation of diluted earnings per share.

	Year ended 30 June 2023	Year ended 30 June 2022
Earnings per share for profit attributable to the shareholders of the parent		
Basic earnings per share (cents)	2.2	2.3
Diluted earnings per share (cents)	2.2	2.3

5.3 Dividends

Provision is made for the amount of any dividend declared on or before the end of the financial year.

Dividends were announced during the year ended 30 June 2023 of $1,891,000 (2022: $2,370,000). The cash portion of the dividend paid was $1,515,000 (2022: $1,388,000). The portion reinvested and linked to the Dividend Reinvestment Plan was $376,000 (2022: $982,000).

	30 June 2023 $000	30 June 2022 $000
Dividends on ordinary shares declared and paid:		
Full year dividend paid September 2021 (1.4 cents per share)	-	1,376
Interim dividend paid March 2022 (1.0 cent per share)	-	994
Full year dividend paid September 2022 (2.4 cents per share)	1,393	-
Interim dividend paid March 2023 (0.5 cents per share)	498	-
	1,891	**2,370**

Capital Structure

5.4 Options on issue

The Executive Share Option Scheme was designed to provide long-term incentives for senior managers and above (including executive directors) to provide long-term shareholder returns. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or receive any guaranteed benefits.

Options are granted under the plan and carry no dividend or voting rights and expire five years after the offer date of the option.

On 22 June 2020, Just Life Group Limited granted Eldon Roberts (Chief Operating Officer) an option to purchase 250,000 ordinary shares in Just Life Group Limited and Lynne Jacobs (Group General Manager) an option to purchase 250,000 ordinary shares in Just Life Group Limited. The exercise price for the granted option is $0.492 per share. The option is conditional on the employee remaining in the employment of the Group, and can be exercised any time after 24 months from the grant date. The fair value of the share option granted at grant date was $0.0942. As Lynne Jacobs ceased her employment with Just Life Group Limited on 1 July 2022, her 250,000 share options lapsed at that date.

Share options outstanding and exercisable at the end of the year have the following expiry dates and exercise prices:

	Expiry date	Exercise price	30 June 2023	30 June 2022
Granted date			**Number of outstanding and exercisable**	**Number of outstanding and exercisable**
22 June 2020	19 June 2025	$.492	250,000	500,000
Total			**250,000**	**500,000**

The fair value of options granted is recognised as an expense in the Consolidated Statement of Comprehensive Income with a corresponding increase in the share option reserve. The fair value is measured at grant date and amortised over the vesting periods. Just Life Group Limited has recognised $2,500 of employee expenses during the year ended 30 June 2023 (2022: $5,000) related to one active member of the Executive Share Option Scheme.

The fair value of the rights granted is measured using the Just Life Group Limited share price as at the grant date.

Operating Assets

6.1 Trade and other receivables

Trade receivables are recognised initially at fair value plus transaction costs and subsequently measured at amortised cost, using the effective interest method, less provision for impairment. Collectability of trade receivables is reviewed on an ongoing basis. Trade receivables which are known to be uncollectable are written off. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the movement in the provision is recognised in other operating expenses of the Consolidated Statement of Comprehensive Income. Details about the Group's application of NZ IFRS 9 Financial Instruments are provided in Note 16.

	30 June 2023 $000	30 June 2022 $000
Trade receivables	2,845	3,454
Doubtful debts provision	(126)	(100)
Net trade receivables	**2,719**	**3,354**
Prepayments and other receivables	933	950
Trade and other receivables	**3,652**	**4,304**

	30 June 2023 $000	30 June 2022 $000
Movement in the provision for doubtful trade receivables is as follows:		
As at 1 July	100	208
Expected specific and expected credit losses recognised	359	123
Write-offs during year as uncollectable	(333)	(231)
As at 30 June	**126**	**100**

6 Operating Assets

6.2 Contract work in progress

Contract work in progress is valued on a percentage of completion basis in accordance with accounting policy. It reflects the unbilled work in progress as of the specified period, providing a comprehensive view of the ongoing projects and their corresponding completion stages. This allows for a more accurate assessment of our overall financial position.

	30 June 2023 $000	30 June 2022 $000 (restated)
Contract work in progress	298	196

6.3 Inventories

Inventories consist of finished goods and consumables. Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average cost basis for consumables and individual purchase cost basis for coolers.

	30 June 2023 $000	30 June 2022 $000
Finished goods	4,682	4,745
Consumables	240	210
Provision for inventory	(358)	(329)
Total inventories and work in progress	**4,564**	**4,626**

The cost of finished goods and consumables consumed recognised as an expense in the Consolidated Statement of Comprehensive Income is $8,120,000 (2022: $8,374,000) for the Group.

Write downs of inventories to net realisable value were recognised as an expense of $131,200 during 2023 compared to an expense in 2022 of $23,700. The net movement in provision has been included in 'Finished goods and consumables used' in the Consolidated Statement of Comprehensive Income.

Property, Plant and Equipment

7.1 Land and buildings

In accordance with the Group's prior accounting practices, land and buildings are measured at fair value based on periodic valuations by independent external valuers, less any impairment losses recognised after the date of valuation. Valuations are performed with sufficient regularity to ensure the carrying amount does not differ materially from fair value. However, it is worth noting that as of 19 August 2022, the Group sold its land and buildings, and simultaneously proceeded to lease them back. Additional details regarding this transaction are provided in Note 10.3.

7.2 Other items

All other items of property, plant and equipment (PPE) are shown at cost less subsequent depreciation and impairment. The cost of purchased PPE is the value of the consideration given to acquire the assets and the value of other directly attributable costs which have been incurred in bringing the assets to the location and condition necessary for their intended use. Where parts of an item of PPE have different useful lives, they are accounted for as separate items of PPE.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss component of the Consolidated Statement of Comprehensive Income during the financial period in which they are incurred.

With the exception of the Hometech CGU, depreciation on assets is calculated using the straight-line method to allocate their cost, net of their residual values over their estimated useful lives, as follows:

Leasehold improvements	5-15 Years
Water solutions equipment	2-8 years
Office equipment	3-11 years
Motor vehicles	4-5 years
Plant and machinery	4-10 years

Hometech assets are depreciated using the diminishing value method to allocate their cost, net of their residual values over their estimated useful lives, as follows:

Leasehold improvements	10% - 20%
Office equipment	8% - 80%
Motor vehicles	18% - 60%

7 Property, Plant and Equipment

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts. These are included in the profit or loss component of the Consolidated Statement of Comprehensive Income. Work in progress is accounted for at cost and capitalised to PPE as projects are completed and become ready for use.

	Leasehold improvements $000	Water solutions equipment $000	Motor vehicles $000	Plant and office equipment $000	Land $000	Buildings $000	Total $000
As at 30 June 2021							
Cost	1,290	10,227	2,146	3,279	3,000	3,189	23,131
Accumulated depreciation	(499)	(7,480)	(1,794)	(2,260)	-	(6)	(12,039)
Net book amount	**791**	**2,747**	**352**	**1,019**	**3,000**	**3,183**	**11,092**
Year ended 30 June 2022							
Opening net book amount	791	2,747	352	1,019	3,000	3,183	11,092
Additions	2	1,150	59	97	-	-	1,308
Acquisition through business combinations	-	-	-	8	-	-	8
Disposals/transfer	-	(166)	(9)	(6)	-	-	(181)
Transfer to Assets held for sale	(528)	-	-	-	(3,750)	(3,372)	(7,650)
Revaluation adjustment	-	-	-	-	750	247	997
Depreciation charge for the year	(95)	(864)	(140)	(230)	-	(58)	(1,387)
At 30 June 2022	**170**	**2,867**	**262**	**888**	**-**	**-**	**4,187**
As at 30 June 2022							
Cost	1,292	11,377	2,205	3,384	3,750	3,372	25,380
Transfer to Assets held for sale	(528)	-	-	-	(3,750)	(3,372)	(7,650)
Accumulated depreciation	(594)	(8,510)	(1,943)	(2,496)	-	-	(13,543)
Net book amount	**170**	**2,867**	**262**	**888**	**-**	**-**	**4,187**
Year ended 30 June 2023							
Opening net book amount	170	2,867	262	888	-	-	4,187
Additions	-	1,216	28	112	-	-	1,356
Acquisition through business combinations	-	-	-	5	-	-	5
Disposals/transfer	-	(171)	(3)	(24)	-	-	(198)
Revaluation adjustment	-	-	-	-	-	-	-
Depreciation charge for the year	(19)	(939)	(83)	(247)	-	-	(1,288)
At 30 June 2023	**151**	**2,973**	**204**	**734**	**-**	**-**	**4,062**
As at 30 June 2023							
Cost	294	10,569	2,117	3,031	-	-	16,011
Accumulated depreciation	(143)	(7,596)	(1,913)	(2,297)	-	-	(11,949)
Closing net book amount	**151**	**2,973**	**204**	**734**	**-**	**-**	**4,062**

Intangible Assets

8.1 Intangible Assets

	Software $000	Goodwill $000	Patents and trademarks $000	Customer relationships $000	Brands $000	Total $000
As at 1 July 2021						
Cost	3,017	23,238	621	7,843	2,462	37,181
Accumulated amortisation	(2,564)	-	(139)	(180)	-	(2,883)
Net book amount	**453**	**23,238**	**482**	**7,663**	**2,462**	**34,298**
Year ended 30 June 2022						
Opening net book amount	453	23,238	482	7,663	2,462	34,298
Additions	20	-	1	-	-	21
Acquisition through business combinations	-	1,281	58	303	407	2,049
Impairment	-	(800)	-	-	-	(800)
Amortisation charge for the year charge for the year	(226)	-	(49)	(613)	-	(888)
Closing net book amount	**247**	**23,719**	**492**	**7,353**	**2,869**	**34,680**
Year ended 30 June 2022						
Cost	2,824	24,519	678	8,146	2,869	39,036
Accumulated amortisation and impairment	(2,577)	(800)	(186)	(793)	-	(4,356)
Carrying amount at 30 June 2022	**247**	**23,719**	**492**	**7,353**	**2,869**	**34,680**
Year ended 30 June 2023						
Opening net book amount	247	23,719	492	7,353	2,869	34,680
Additions	132	-	-	-	-	132
Acquisition through business combinations	-	1,394	-	294	96	1,784
Disposals	-	-	-	-	-	-
Impairment	-	-	-	-	-	-
Amortisation charge for the year	(179)	-	(58)	(720)	-	(957)
Closing net book amount	**200**	**25,113**	**434**	**6,927**	**2,965**	**35,639**
As at 30 June 2023						
Cost	2,956	25,913	678	8,440	2,965	40,952
Accumulated amortisation and impairment	(2,756)	(800)	(244)	(1,513)	-	(5,313)
Carrying amount at 30 June 2023	**200**	**25,113**	**434**	**6,927**	**2,965**	**35,639**

8 Intangible Assets

8.2 Contract assets

8.2.1 Capitalised contract acquisition costs

Initial commission costs incurred in negotiating and arranging water contracts were capitalised and recognised as an expense over the average water contract term. Capitalised commission is amortised over a period of two years for the home delivery customer and five years for business contracts.

Commission payments ceased being paid on 30 June 2020 and the capitalised acquisition costs were fully amortised by 30 June 2022.

Schedule of capitalised contract acquisition costs	$000
As at 30 June 2022	
Cost	15
Accumulated amortisation	(15)
Net book amount	**-**
Year ended 30 June 2023	
Opening net book amount	-
Additions	-
Amortisation charge	-
Net book amount at 30 June 2023	**-**

8.3 Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired business at the date of acquisition. Goodwill on acquisitions of businesses is included in intangible assets.

Goodwill has been allocated to the following four groups of CGUs:

	30 June 2023 $000	30 June 2022 $000
Goodwill		
Just Water	5,374	5,374
Hometech	6,450	6,450
The Cylinder Guy	667	667
Health Supplements (About Health, Intenza and Natural Solutions)	12,622	11,228
Net book amount	**25,113**	**23,719**

Intangible Assets

8.3.1 Impairment testing

Intangible and tangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Goodwill, which has an indefinite useful life, is not subject to amortisation and is tested annually for impairment irrespective of whether any circumstances identifying a possible impairment have been identified. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The carrying amount includes all intangible assets, including goodwill, brands and customer relationships where applicable. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows a cash-generating unit (CGU) or a group of CGUs where applicable. Impairment losses are recognised in the Consolidated Statement of Comprehensive Income.

For the year ended 30 June 2023, the fair value less costs of disposal method is used to determine the recoverable amount of all four CGUs. This is a change from value in use method used for Just Water CGU in the prior year. The Group changed the impairment assessment method this year with the sale and leaseback transaction. As Just Water CGU is now incurring lease costs like the other CGUs, the Group has aligned the impairment testing method for all CGUs so that they use the same approach in accounting for lease costs in the impairment assessment. Determination of appropriate post-tax cash flows, terminal growth rates and discount rates for the calculation of the recoverable amount is subjective and requires a number of assumptions to be made, including growth rate in revenue and net profit, timing and quantum of future capital expenditure, working capital, long-term growth and the selection of discount rates to reflect the risks involved.

In assessing the recoverable amount the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects market assessments of the time value of money and the risks specific to the CGU.

The values assigned to the key assumptions represent management's assessment of future trends and are based on both external and internal sources.

The Group has carried out an annual impairment review of goodwill allocated to each CGU. Cash flows were projected based on a 5-year business model for each CGU. For all four CGUs management's goodwill impairment assessment is based on the approved budgeted cash flows and projected revenue using the average growth rates shown in the table on the next page.

For the purposes of impairment testing a terminal growth rate has been used for all CGUs based on the long-term average. Management used 2.5% as the baseline assumption for all impairment testing models, apart from Just Water where 1% has been used.

Management believes that revenue growth numbers are realistic and reflect the current economic forecasts. The economic forecasts are future estimates and likely to change on an ongoing basis.

Other factors considered when testing goodwill for impairment include:

- Market competition factors;
- Actual financial performance against budgeted financial performance; and
- Any material unfavourable operational and regulatory factors.

8

Intangible Assets

The key assumptions used in the valuation calculations are as follows:

	Terminal growth rate	Discount rate – Post-tax	Average revenue growth rate per annum between FY 2024 and FY 2028
30 June 2023			
Just Water	1.0%	10.6%	(0.5%)
Hometech	2.5%	15.2%	2.5%
The Cylinder Guy	2.5%	15.2%	7.1%
Health Supplements	2.5%	13.7%	7.2%

	Terminal growth rate	Discount rate – Post-tax (except for pre-tax rate for Just Water)	Average revenue growth rate per annum between FY 2023 and FY 2027
30 June 2022			
Just Water	1.0%	13.2%	(2.1%)
Hometech	2.0%	14.1%	3.4%
The Cylinder Guy	2.0%	14.1%	1.8%
Health Supplements	2.0%	12.6%	5.4%

Sensitivity to changes in assumptions

With regard to the assessment of the recoverable value for Just Water, Hometech and The Cylinder Guy, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying values of the CGUs to materially exceed the recoverable amount.

The Health Supplements CGU has shown lower levels of headroom in the impairment assessment, and consequently the fair value assessment is sensitive to the forecast revenue growth. If revenue growth was to reduce by 1%, this will result in an impairment of $156,000.

8.4 Customer relationships

Customer relationships acquired are amortised over the period of expected future benefit on a straight-line basis. Customer relationships acquired from acquisitions of About Health, Intenza and Natural Solutions are amortised over between 3 and 15 years.

8.5 Brands

Brand names are considered to have indefinite useful lives as the Group has rights to these names in perpetuity. The Group's brand assets are provided below:

Brand	CGU allocated	30 June 2023 $000	30 June 2022 $000
Intenza Limited	Health Supplements	407	407
Natural Solutions Ltd	Health Supplements	96	-
About Health Limited	Health Supplements	1,661	1,661
The Cylinder Guy Limited	The Cylinder Guy	801	801
Total		2,965	2,869

For the purposes of assessing recoverability of health supplements brands, the inputs used in the impairment testing for each brand is identical to the overall health supplements CGU as disclosed in note 8.3.1.

Intangible Assets

8.6 Assets: Intangible assets other than goodwill

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses. All other expenditure is expensed as incurred.

Amortisation is charged to the profit or loss component of the Consolidated Statement of Comprehensive Income over the estimated useful lives of intangible assets unless such lives are indefinite.

Software assets and licenses are recorded as intangible assets unless they are directly related to a specific item of hardware and recorded as property, plant and equipment and amortised over a period of three to four years. Software assets and licenses relate to items where the Group hosts the software and/or owns the source code.

With the exception of Hometech software/licences, amortisation on assets is calculated using the straight-line method to allocate their cost, over their estimated useful lives, as follows:

	2023	2022
Software/licences	3-4 years	3-4 years
Patents and trademarks	20 years	20 years

Hometech amortisation on assets is calculated using the diminishing-value method to allocate their cost, over their estimated useful lives, as follows:

	2023	2022
Software/licences	50%	50%

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Deferred Tax

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current tax assets of one entity in the Group are offset against a current tax liability of another entity in the Group if, and only if, the entities concerned have a legally enforceable right to make or receive a single net payment and the entities intend to make or receive such a net payment or to recover the asset and settle the liability simultaneously.

The utilisation of the deferred tax asset relating to temporary differences is dependent on future tax profits in excess of the profits arising from the reversal of existing taxable temporary differences. If it is not probable they will be utilised, the losses are de-recognised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The movements on the deferred income tax account are as follows:

	30 June 2023 $000	30 June 2022 $000
As at 1 July	(2,172)	(2,532)
Deferred tax	146	146
Deferred taxes acquired in business combinations	(109)	(199)
Revaluation of land and buildings	-	413
As at 30 June	**(2,135)**	**(2,172)**

The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same jurisdiction, is as follows:

Deferred tax assets and liabilities	Accruals $000	Property plant and equipment $000	Intangible assets $000	Total $000
As at 30 June 2021	**473**	**(171)**	**(2,834)**	**(2,532)**
Business combinations	-	-	(199)	(199)
Other comprehensive income	-	413	-	413
Profit or (loss)	(31)	6	171	146
As at 30 June 2022	**442**	**248**	**(2,862)**	**(2,172)**
Business combinations	-	-	(109)	(109)
Other comprehensive income	-	-	-	-
Profit or (loss)	173	(255)	228	146
As at 30 June 2023	**615**	**(7)**	**(2,743)**	**(2,135)**

Leases

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the lessee's incremental borrowing rate, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. If a readily observable amortising loan rate is available with a similar payment profile to the lease, then the group uses that rate as a starting point to determine the incremental borrowing rate and estimation is made for specific lease terms such as term, location and security.

Lease assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

10.1 Right of use Assets

Right of use assets are initially measured at cost, which includes the lease liability, lease incentives, initial direct costs, and any make-good costs associated with the lease. These assets are subsequently depreciated on a straight-line basis over the shorter of their useful life or the lease term. For additional information on sale and leaseback transactions, please refer to Note 10.3.

For short-term leases of equipment and leases of low-value assets, payments are recognised as expenses on a straight-line basis in the consolidated income statement. Short-term leases refer to leases with a lease term of 12 months or less. Low-value assets encompass mobile phones and EFTPOS devices, where the value of each asset is less than $5,000 when new. As per the exemptions allowed in NZ IFRS 16, lessees are not required to recognise assets or liabilities for leases of low-value assets in the balance sheet.

The Group exercises judgement in determining the remaining useful lives and residual values of its right of use lease assets. The following are the estimated remaining useful lives and residual values applied by the Group:

- Land and buildings: Up to 20 years
- Equipment: Up to 5 years
- Vehicles: Up to 4 years

These estimated useful lives and residual values are based on assessments made by the Group considering factors such as the nature of the leased assets, expected usage, and any contractual provisions within the lease agreements.

10 Leases

The following tables show the movements and analysis in relation to the right of use assets held by the Group:

	Land and buildings $000	Equipment $000	Vehicles $000	Total $000
As at 30 June 2021				
Cost	2,134	68	70	2,272
Accumulated amortisation	(731)	(38)	(37)	(806)
Net book amount	**1,403**	**30**	**33**	**1,466**
Year ended 30 June 2022				
Opening net book amount	1,403	30	33	1,466
Additions	2,005	-	-	2,005
Amortisation charge for the year	(433)	(19)	(19)	(471)
Closing net book amount	**2,975**	**11**	**14**	**3,000**
As at 30 June 2022				
Cost	3,558	68	70	3,696
Accumulated amortisation	(583)	(57)	(56)	(696)
Net book amount	**2,975**	**11**	**14**	**3,000**
Year ended 30 June 2023				
Opening net book amount	2,975	11	14	3,000
Additions	4,226	56	33	4,315
Disposals	-	(2)	-	(2)
Amortisation charge for the year	(551)	(19)	(18)	(588)
Closing net book amount	**6,650**	**46**	**29**	**6,725**
As at 30 June 2023				
Cost	7,672	56	51	7,779
Accumulated amortisation	(1,022)	(10)	(22)	(1,054)
Net book amount	**6,650**	**46**	**29**	**6,725**

Leases

10.2 Lease liabilities

	30 June 2023 $000	30 June 2022 $000
Lease liabilities		
Current	330	285
Non-current	6,902	2,812
	7,232	**3,097**
Depreciation charge of right of use assets		
Land and buildings	551	433
Equipment	19	19
Vehicles	18	19
	588	**471**
Interest expense	573	87
Short-term leases and expense relating to leases of low-value assets	1	1
Lease payments NZ IFRS 16	873	537
	1,447	**625**

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period. The lease asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

10.3 Sale and leaseback transaction

A sale and leaseback transaction is where the Group sells an asset and immediately leases it back through a lease agreement from the buyer, regaining the use of the asset.

On 19 August 2022, the Group sold the land and buildings owned by the Company at 103 Hugo Johnston Drive, Penrose, Auckland, to an unrelated party for $7,707,000 in cash, yielding gains of $62,000. Simultaneously, the Group entered into an agreement with the buyer-lessor for the right to use the land and buildings for 20 years, for an initial term of 10 years with two rights of renewal of five years each, with monthly payments payable at the beginning of each month and fixed 2.5% annual lease increase in every year on the anniversary of the commencement date. The transaction qualified as a sale and the Group classified the lease of the buildings as an operating lease. $4,163,000 of the proceeds from the sale were treated as financing cash inflows, and $3,544,000 were treated as investing activities cash flows. This is different to how the Group has presented the proceeds from the transaction in the current year interim report as this is considered to be better reflective of the actual nature of the Sale and leaseback transaction and show the retained value of the use of the asset separately from the net benefit generated from the sale of the asset.

The associated assets were de-recognised from the Group's Consolidated Statement of Financial Position, within assets held for sale and recorded under right of use assets. The liabilities are recorded as current and non-current liabilities in the Group's Consolidated Financial Statement of Financial Position based on the term of the lease. At the commencement date of 19 August 2022, the Group recognised the right of use asset resulting from the leaseback of the buildings at the proportion of the building's previous carrying value that relates to the right of use held by the Group, which is $4,034,000.

10 Leases

The present value of the total annual lease back payments is $4,163,000. This includes repayments for the additional borrowing of $57,000 and $4,106,000 relating to the lease, which were treated as financing cash flows on the Consolidated Statement of Cash Flows.

Movements in relation to lease and liabilities relating to the sale and leaseback transaction are presented below:

	Land and building leases with no purchase option $000
Carrying value as at 1 July 2022	**-**
Additions	4,163
Interest cost	339
Repayments	(344)
Carrying value as at 30 June 2023	**4,158**
Represented by:	
Current	13
Non-current	4,145
Carrying value as at 30 June 2023	**4,158**

Interest-bearing Liabilities

Interest-bearing liabilities are recognised initially at fair value, net of transaction costs incurred. Interest-bearing liabilities are subsequently restated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit and loss component of the Consolidated Statement of Comprehensive Income over the period of the interest-bearing liabilities using the effective interest method. Interest-bearing liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance date.

	30 June 2023 $000	30 June 2022 $000
Current interest-bearing loans and borrowings		
Bank overdrafts	152	255
Short-term borrowings	-	-
Bank loans	1,590	1,847
Total current interest-bearing liabilities	**1,742**	**2,102**
Non-current interest-bearing loans and borrowings		
Bank loans	11,343	18,421
Total non-current interest-bearing loans and borrowings	**11,343**	**18,421**
Total interest-bearing loans and borrowings	**13,085**	**20,523**

The movement of financing activities, excluding bank overdraft, is detailed as below:

	30 June 2023 $000	30 June 2022 $000
Balance at beginning of the year	20,268	18,207
Proceeds from borrowings	9,045	15,200
Repayment of borrowings	(16,380)	(13,139)
Interest charged	1,090	942
Interest paid	(1,090)	(942)
Total liabilities from financing activities	**12,933**	**20,268**

The Group is subject to a number of covenants under its banking agreements. During the year the Group complied with all of the required covenants and the directors believe that the Company will remain in compliance with all bank covenants in the foreseeable future.

The net bank facility drawn as at year end was $13,127,000 (2022: $20,615,000); the undrawn banking facility at year end was $6,148,000 (2022: $3,846,000).

11 Interest-bearing Liabilities

The bank facility agreements are as follows:

	Maturity date	30 June 2023 $000
Facility Agreement A	1 July 2027	5,075
Facility Agreement D	1 July 2027	13,200
Just Life Group facility - loan and overdraft	On demand	1,000
		19,275

Facility agreement A has monthly repayments commencing in August 2021 totalling $136,000. Facility Agreement D does not have a designated repayment obligation until its maturity.

The bank loans and overdrafts are secured by a general security agreement over all of the Group assets and cross guarantees between the entities.

The effective interest rates at the balance date were as follows:

	Group as at 30 June 2023	Group as at 30 June 2022
Bank overdraft	10.14%	7.23%
Bank loans	4.29% - 9.28%	4.10% - 5.82%

Trade and Other Payables

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These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid at year end. The amounts are unsecured and are generally paid within normal terms of trade. Trade payables are recognised initially at fair value less transaction costs and subsequently measured at amortised cost using the effective interest method.

	30 June 2023 $000	30 June 2022 $000
Trade payables	2,245	3,249
Related-party payables	1	10
Accrued expenses	1,251	1,001
Total trade and other payables	**3,497**	**4,260**

13 Related Parties Transactions

Key management personnel include the Group's Board of Directors (executive and non-executive) and senior management.

Senior management is defined as the CEO and personnel that report directly to the CEO. Senior management personnel include 5 key senior management in 2023 (2022: 5 key senior management).

	30 June 2023 $000	30 June 2022 $000
Short-term employee benefits	1,165	958
KiwiSaver	28	23
Long-term benefits	2	4
Directors' fees	237	175
Total compensation paid to key management personnel	**1,432**	**1,160**

Outstanding balance of senior management personnel entitlements as at 30 June 2023 is $85,300 (2022: $83,100). Balances are settled in cash. Refer to note 5.4 for options issued to key management personnel of the Group.

Related parties transactions included in trade and other payables

The Group's ultimate parent is The Harvard Group Limited, which owns or has voting entitlements for 80.90% of the Company's shares. The remaining 19.10% is widely held. The Group's ultimate controlling party is Tony Falkenstein.

Pure SEO Limited, a company of which Tony Falkenstein is a director and indirect shareholder, provided internet search engine optimisation services to the Group during the financial year to the value of $31,000 (2022: $81,000). As at balance date the Group had a trade payable balance of nil (2022: nil).

Carver Management Limited, a company of which Richard Carver is a director, provided services to the Group during the financial year to the value of $1,500 (2022: $300). As at balance date the Group had a trade payable balance of nil (2022: $300).

Milestone Group Limited, a company of which Richard Carver is a director, provided services to the Group during the financial year to the value of $600 (2022: $1,500). As at balance date the Group had a trade payable balance of $100 (2022: $400).

Jennian Holdings Ltd, a company of which Richard Carver is a director, provided services to the Group during the financial year to the value of $5,300 (2022: $3,700). At balance date the Group had $1,200 (2022: $300) balances payable in respect of this related party.

Contract Liabilities

Contract liabilities represent the deferred water solution revenue, Hometech revenue and The Cylinder Guy revenue where an invoice has been raised but performance obligation has not been fulfilled at year end.

The contract liabilities balance at year end is $221,000 (2022: $210,000, restated). The balance from the previous financial year has been recognised as revenue during the current year when the performance obligation had been fulfilled.Payment terms for Hometech and The Cylinder Guy contracts within 12 months of fulfilment of performance obligations and the transaction price have not been adjusted for any effects of significant financing component.

15 Employee Benefits

15.1 Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of balance date, are measured at the amounts expected to be paid when the liabilities are settled and recognised as an employee cost. Liabilities yet to be settled are recognised as accrued expense at balance date.

15.2 KiwiSaver

KiwiSaver is a voluntary savings initiative administrated by the Inland Revenue. The Group makes contributions to eligible employees at the compulsory rate of 3% of eligible employee's gross salary or wages as required by the KiwiSaver Act 2006.

Deductions for enrolled members to the KiwiSaver scheme are made from the employees' gross salary or wages. The Group's contributions are recognised as employee costs when related salaries and wages are accrued. Contributions to KiwiSaver amounted to $169,000 in 2023 (2022: $153,000).

Financial Risk Management

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context.

	Exposure arising from	Measurement	Management
Market risk - foreign exchange	Future inventory purchases not domiciled in NZD. Recognised financial assets and liabilities not denominated in NZD	Cash flow forecasting Sensitivity analysis	Foreign currency forward contracts
Market risk - interest rates	Long - term borrowings at variable rates	Sensitivity analysis	Fixed rate loans
Credit risk	Cash and cash equivalents, trade receivables, derivative financial instruments	Credit ratings	Diversification of bank deposits, credit limits and use of stop credit
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

The Group's risk management is predominantly controlled by the corporate (parent) function under policies approved by the Board of Directors. Group corporate identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, guidance covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

16.1 Derivatives

Where all relevant criteria are met, hedge accounting is applied to remove the accounting mismatch between the hedging instrument and the hedged item. This results in the Group recognising inventory at the fixed foreign currency rate for hedged purchases. Fair value of the derivatives at year end was disclosed in the Consolidated Statement of Financial Position. As of June 30 2023, the Group holds derivative assets with a fair value of $10,000 (2022: $133,000).

Classification of derivatives

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains/(losses).

When forward contracts are used to hedge forecast transactions, the Group designates the change in fair value of the forward contracts as the hedging instrument. Gains and losses relating to the effective portion of the change in fair value of the forward contract are recognised in the cash flow hedge reserve within equity.

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Financial Risk Management

Hedge ineffectiveness

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument.

For hedges of foreign currency purchases, the Group enters into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item. The Group does not hedge 100% of forecast foreign currency purchases therefore the Group performs a qualitative assessment of effectiveness. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness.

In hedges of foreign currency purchases, ineffectiveness may arise if the timing of the forecast transaction changes from what was originally estimated, or if there are changes in the credit risk of New Zealand or the derivative counterparty.

Hedging reserves

The group's hedging reserves relate to the following hedging instruments:

As at 30 June 2023	USD $000	AUD $000	EUR €000
Amount of purchases hedged			
Foreign currency	634	414	15
Notional amount			
Foreign currency forwards	(634)	(414)	(15)
As at 30 June 2022			
Amount of purchases hedged			
Foreign currency	1,413	847	20
Notional amount			
Foreign currency forwards	(1,413)	(847)	(20)

All hedging instruments have a maturity of less than 12 months.

	Foreign currency forwards $000	Total hedge reserves $000
Opening balance 1 July 2021	**(25)**	**(25)**
Movement in fair value of hedging instrument recognised in OCI	160	160
Closing balance 30 June 2022	**135**	**135**
Opening balance 1 July 2022	**135**	**135**
Movement in fair value of hedging instrument recognised in OCI	(123)	(123)
Closing balance 30 June 2023	**12**	**12**

Financial Risk Management

16.2 Market risk

Foreign exchange risk

The Group's exposure to foreign currency risk at the end of the reporting period was as follows:

	30 June 2023			30 June 2022		
	USD $000	AUD $000	EUR €000	USD $000	AUD $000	EUR €000
Pre-payments	5	-	-	7	-	7
Trade payables	-	20	-	233	297	2
Foreign currency forward contracts						
Cash flow hedges	634	414	15	1,413	847	20

Instruments used by the Group

The Group use international suppliers and is exposed to foreign exchange risk, primarily USD and AUD. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant Group entity. The risk is measured through a forecast of highly probable expenditures in foreign currency. The risk is hedged with the objective of minimising the volatility of the New Zealand currency cost of highly probable forecast inventory purchases.

The Group treasury's risk management policy is to hedge between 70% and 80% of forecast foreign currency cash flows for inventory purchases up to one year in advance, subject to a review of the cost of implementing each hedge. For the year ended 30 June 2023, approximately 80% of inventory purchases were hedged in respect of foreign currency risk.

The Group uses foreign currency forward contracts to hedge its exposure to foreign currency risk. Under the Group's policy the critical terms of the forwards must align with the hedged items. The nominal value of forward exchange contracts at balance date was $1,528,000 (2022: $3,097,000).

The fair value movements in the forward element of the foreign currency forward contracts that relate to hedged items are deferred in the hedging reserve.

	Group as at 30 June 2023	Group as at 30 June 2022
Weighted average hedged rate for the year (including forward points)		
USD	0.6129	0.6609
AUD	0.8860	0.9154
EUR	0.5771	0.5771

Sensitivity

The majority of the Group's forward currency hedges are domiciled in USD. This constituted 68% of all foreign currency hedges as at 30 June 2023.

The sensitivity of profit or loss to changes in the exchange rates arises mainly from USD denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts designated as cash flow hedges. There were no remaining USD denominated trade payables at the end of the financial year 2023, resulting in a nil balance.

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Financial Risk Management

	Effect on profit before tax	Effect on equity
Year ended 30 June 2023		
USD/NZD exchange rate - cross rate decreases by 10%	-	-
USD/NZD exchange rate - cross rate increases by 10%	-	-
Year ended 30 June 2022		
USD/NZD exchange rate - cross rate decreases by 10%	9	-
USD/NZD exchange rate - cross rate increases by 10%	(9)	-

Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. Group policy is to assess the expected principal repayment profile of its borrowings and enter into fixed rate loans to achieve an interest rate profile that is acceptable to the directors, taking forecasts and economic projections into consideration. Generally, the Group enters into long-term borrowings at floating rates and swaps them into fixed rates that are lower than those available if the Group borrowed at fixed rates directly. The Group's borrowings are only denominated in New Zealand dollars.

The Group's borrowings and receivables are carried at amortised cost. The borrowings are periodically contractually repriced (see below) and to that extent are also exposed to the risk of future changes in market interest rates.

Bank loans currently in place have fixed and variable interest rates.

Of the total bank borrowings $2.0m is at a fixed interest rate of 9.28% for 1 year and $3.0m is at a fixed interest rate of 9.08% for 10 months (2022: 4.29%), after which the interest rates will be repriced (if applicable).

The remaining bank borrowings are at a variable rate of 1.25% above the 90-day bank bill rate (2022: 1.25%). The bank overdrafts are exposed to a floating interest rate.

Sensitivity

Profit or loss is sensitive to higher/lower interest charges on borrowings as a result of changes in interest rates.

	Impact on profit before tax	
Consolidated entity	**Group as at 30 June 2023 $000**	**Group as at 30 June 2022 $000**
Interest rates - increase by 100 basis points	(131)	(206)
Interest rates - decrease by 100 basis points	131	206

Financial Risk Management

16.3 Credit risk

Credit risk arises from favourable derivative financial instruments and cash and cash equivalents, as well as credit exposures to wholesale and retail customers, including outstanding receivables.

Risk management

Credit risk is managed on a Group basis. For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, line management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by senior management. The compliance with credit limits by customers is regularly monitored by line management.

There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

Security

For some trade receivables the Group may obtain security in the form of guarantees, deeds of undertaking or letters of credit which can be called upon if the counterparty is in default under the terms of the agreement.

Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model:

- trade receivables for sales of inventory and from the provision of services
- contract work in progress assets relating to unbilled works in progress.

While cash and cash equivalents are also subject to the impairment requirements of NZ IFRS 9, the identified impairment loss was immaterial.

Trade receivables and contract work in progress

The Group applies the NZ IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and work in progress.

To measure the expected credit losses, trade receivables and work in progress have been grouped based on shared credit risk characteristics.

Unbilled work in progress has substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the work in progress.

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 30 June 2023 and 30 June 2022 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified construction industry volatility as a relevant factor affecting customers' ability to make payments when due for Healthy Homes customers.

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Financial Risk Management

The Group accordingly adjusts the historical loss rates based on expected changes in these factors.

The loss allowance as at 30 June 2023 and 30 June 2022 was determined as follows for both trade receivables and work in progress:

	Healthy Living $000	Healthy Homes $000	Total $000
30 June 2023			
Gross carrying amount - trade receivables	1,604	1,241	2,845
Contract work in progress	13	285	298
Total financial assets	**1,617**	**1,526**	**3,143**
Loss allowance	11	-	11
Specific provision	106	9	115
Provision for loss receivables	**117**	**9**	**126**
Expected loss rate	0.7%	0.0%	0.4%
30 June 2022			
Gross carrying amount - trade receivables	1,583	1,871	3,454
Contract work in progress (restated)	-	196	196
Total financial assets	**1,583**	**2,067**	**3,650**
Loss allowance	14	-	14
Specific provision	33	53	86
Provision for loss receivables	**47**	**53**	**100**
Expected loss rate	0.8%	0.0%	0.3%

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 90 days past due.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

16.4 Liquidity risk

Prudent liquidity risk management implies maintaining the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below) and cash and cash equivalents (Note 4) on the basis of expected cash flows.

The Group had access to undrawn borrowing facilities at the end of the reporting period of $6,148,000 (2022:$3,846,000).

Financial Risk Management

Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non-derivative financial liabilities; and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table below are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities As at 30 June 2023	Less than 6 months $000	6-12 months $000	Between 1 and 2 years $000	Between 2 and 5 years $000	More than 5 years $000	Total contractual cash flows $000
Trade and other payables	3,497	-	-	-	-	3,497
Borrowings (excluding short-term borrowings)	-	-	-	14,794	-	14,794
Bank overdraft	152	-	-	-	-	152
Lease liabilities	473	471	943	2,751	7,300	11,938
Short-term borrowings	1,110	1,110	-	-	-	2,220
Total non-derivatives	**5,232**	**1,581**	**943**	**17,545**	**7,300**	**32,601**
As at 30 June 2022						
Trade and other payables	4,260	-	-	-	-	4,260
Borrowings (excluding short-term borrowings)	-	-	20,293	-	-	20,293
Bank overdraft	255	-	-	-	-	255
Lease liabilities	257	248	481	1,438	2,094	4,518
Short-term borrowings	923	924	-	-	-	1,847
Total non-derivatives	**5,695**	**1,172**	**20,774**	**1,438**	**2,094**	**31,173**

16.5 Fair value hierarchy

Under NZ IFRS 13, the disclosure of fair value measurements by level of fair value hierarchy is required. The Group regularly reviews the fair value hierarchy classification and adjusts it as needed based on new information and changes in market conditions that could impact fair value measurement categorisation. The fair value measurements are classified into three levels based on the inputs used in the valuation techniques.

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly.

Level 3 - unobservable inputs for the asset or liability.

Impairment testing noted in Note 8.3 is performed using the fair value less costs of disposal method which falls under level 3 of the fair value hierarchy. The Group used to fair value its land and building assets within level 3 hierarchy but these assets have been diposed of during the year. The Group also holds derivatives asset which falls under level 2 of the fair value hierarchy.

17 Other Information

17.1 Expenses

	30 June 2023 $000	30 June 2022 $000
Continuing operations	29,157	28,538
Total expenses (excluding interest, tax, depreciation and amortisation)	**29,157**	**28,538**
INCLUDED IN OTHER EXPENSES		
Directors' fees	237	175
Donations	7	5
Loss on disposal of property, plant and equipment and intangibles	107	80
Operating lease payments	1	1
Total employee costs	10,447	9,767
ACQUISITION COSTS		
Acquisition costs in respect of the purchase of Natural Solutions	55	-
Acquisition costs in respect of the purchase of Intenza	-	68
Acquisition costs in respect of potential acquisition	-	311
Total acquisition costs	**55**	**379**
AUDITOR'S FEES		
During the year the following fees were paid or payable for services provided by the Group's auditor, PwC		
Audit of the consolidated financial statements	273	306
Audit fee relating to 2021 recorded in 2022	-	90
Total assurance services	**273**	**396**
OTHER SERVICES		
Half-year review engagement	-	37
Tax compliance services	42	14
Total other services	42	51
Total remuneration to PwC	**315**	**447**

17.2 Financial instruments

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Purchases and sales of financial assets are recognised on trade date, being the date on which the Group commits to purchase or sell the asset.

17.3 Other disclosures

17.3.1 New standards and interpretations not yet adopted

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 30 June 2023 reporting periods and have not been early adopted by the Group.

These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods, nor on foreseeable future transactions.

Other Information

17.3.2 Goods & Services Tax (GST)

The Statement of Comprehensive Income have been prepared so that all components are stated exclusive of GST. All items in the balance sheet are stated net of GST, with the exception of receivables and payables, which include GST invoiced. All items in the cash flow statement are stated exclusive of GST.

17.3.3 Contingent liabilities

There were no contingent liabilities for the Group at 30 June 2023 (2022: nil).

17.3.4 Commitments

The Group has capital commitments and capital expenditure contracted but not recognised as at year end, these are as below:

	30 June 2023 $000	30 June 2022 $000
Vehicles	318	-
Bottles	46	152
Water coolers	79	395
Total commitments	**443**	**547**

All capital commitments are payable within one year.

17.3.5 Events after balance date

Dividend

Subsequent to year end, the Board of Directors resolved to pay a fully imputed final dividend for the year ended 30 June 2023 of 0.7 cents per share payable to the shareholders and to be recorded on the share register as at 20 September 2023. The dividend will be paid on 20 September 2023.

The Executive Share Option Scheme

On 3 July 2023, the Group issued 800,000 options under its Executive Share Option Scheme after the balance date. These options were offered to selected executives to retain and incentivise them. The options represent 76.2% of the total options issued. Holders can exercise the options between 3 July 2025 and 3 July 2028, subject to continued employment. The exercise price is 27.0 cents per option, and upon exercise, the company will issue equivalent ordinary shares. The options will lapse if the exercise period expires or if the holder ceases full-time engagement, except for death or permanent incapacity after exercise eligibility. The issuance is authorised by a directors' resolution under Listing Rule 4.6.

Other Information

17.3.6 Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries:

		Country of incorporation	Class of shares	Equity holdings % 2023	Equity holdings % 2022
Trading					
HJD Properties Limited	Entity holding property	New Zealand	Ordinary	100	100
About Health Supplements Limited	Operating entity	New Zealand	Ordinary	100	100
Designer Tanks Limited	Operating entity	New Zealand	Ordinary	100	60
Intenza New Zealand Limited	Operating entity	New Zealand	Ordinary	100	100
Natural Solutions NZ Limited	Operating entity	New Zealand	Ordinary	100	-
Non-trading					
Vitamist Limited (previously MBO Direct Limited)	Non-trading entity	New Zealand	Ordinary	100	100
Just Water Limited	Non-trading entity	New Zealand	Ordinary	100	100
Just Water New Zealand Limited	Non-trading entity	New Zealand	Ordinary	100	100
Just Water International Limited	Non-trading entity	New Zealand	Ordinary	100	100
MBO Partners Limited	Non-trading entity	New Zealand	Ordinary	100	100
The Cylinder Guy Limited (previously Just MBO Limited)	Non-trading entity	New Zealand	Ordinary	100	100
Solatube New Zealand Limited	Non-trading entity	New Zealand	Ordinary	100	100
Unovent Limited	Non-trading entity	New Zealand	Ordinary	100	100

Note: In most cases the above entities are incorporated for the purpose of name protection. The Group has acquired the non-controlling interests' share of the company for Designer Tanks on 30 June 2023 for $1. The carrying value of net assets of Designer Tanks were less than $1,000.

Independent auditor's report

To the shareholders of Just Life Group Limited

Our opinion

In our opinion, the accompanying consolidated financial statements of Just Life Group Limited (the Company), including its subsidiaries (the Group), present fairly, in all material respects, the financial position of the Group as at 30 June 2023, its financial performance and its cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) and International Financial Reporting Standards (IFRS).

What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of financial position as at 30 June 2023;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)) and International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* (PES 1) issued by the New Zealand Auditing and Assurance Standards Board and the *International Code of Ethics for Professional Accountants (including International Independence Standards)* issued by the International Ethics Standards Board for Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our firm carries out other services for the Group in the areas of tax compliance. The provision of these other services have not impaired our independence as auditor of the Group.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

PricewaterhouseCoopers, PwC Centre, 60 Cashel Street, PO Box 13-244, Christchurch 8141 New Zealand
T: +64 3 374 3000, www.pwc.co.nz

Description of the key audit matter	How our audit addressed the key audit matter
Goodwill impairment testing As disclosed in note 8.3, the Group carries goodwill of $25.1m as at 30 June 2023. This is allocated across four cash generating units (CGU's). The goodwill impairment assessment is an area of focus for the audit and a key audit matter as there is significant judgement exercised by management to: ● identify the appropriate cash generating units (CGUs) to allocate goodwill to; ● estimate the future pre-tax cash flows of the CGUs; ● allocate shared costs to CGUs; and ● determine the appropriate discount rates and terminal growth rates. The Group assessed the recoverable amount of each CGU as at 30 June 2023 on a fair value less cost of disposal basis using a discounted cash flow calculation. Our audit focused on this area given impairment testing involves a significant level of management estimation and the calculations are considered to be complex.	For each CGU we: ● obtained an understanding of the processes and controls in place for assessing the recoverability of goodwill and confirmed their implementation at year end; ● reviewed management's assessment of CGUs and compared this to our knowledge and understanding of the Group's operations and reporting structure; ● obtained the calculations performed by management and understood the assumptions used in light of the current and forecast outlook for the business; ● used our auditor's expert to independently review the discount and terminal growth rates; ● performed sensitivity analysis on the impact of changing key assumptions to consider whether any reasonably possible changes could result in impairment of goodwill; ● considered the allocation of shared costs to each CGU; ● performed look back analysis to test the historical accuracy of management forecasts; and ● audited the disclosures in the financial statements to ensure they are compliant with the requirements of the relevant accounting standards.
Acquisition of Natural Solutions As disclosed in note 3, the Group acquired the online supplements business of Natural Solutions NZ Limited on 1 September 2022 for $1.73m. Natural Solutions has been operating since January 2015 and holds product distribution rights including Imuno and Bravo Probiotics.	For this transaction we: ● obtained an understanding of the acquisition by reading the sale and purchase agreement; ● verified the consideration paid to cash records and to the sale and purchase agreement; ● obtained the valuation undertaken by management's expert to determine whether the purchase price allocation was performed in accordance with NZ IFRS 3 *Business Combinations*;

Description of the key audit matter	How our audit addressed the key audit matter
Our audit focused on this area because the identification and fair valuation of all assets acquired and liabilities assumed as at the acquisition date is a critical estimate. Judgements and assumptions are involved in identifying and determining the fair value of the acquired assets and liabilities, particularly the identified intangible assets. Intangible assets have been identified in relation to Brand and Customer relationships of $96,000 and $294,000 respectively, with residual goodwill of $1.39m being recognised from the transaction.	• held discussions with management and their valuation expert to obtain an understanding of the business process undertaken to identify and value the assets acquired; • engaged our own internal valuation specialist to assess the appropriateness of assets identified, evaluate the valuation methodology, test the mathematical accuracy of the models, and consider the key judgements and assumptions; • assessed whether the residual goodwill was calculated accurately in light of the identified assets acquired; and • considered whether the relevant disclosures were appropriate.

Our audit approach

Overview

Overall group materiality: $152,000, which represents 5% of profit before tax.

We chose profit before tax as the benchmark because, in our view, it is the benchmark against which the performance of the Group is most commonly measured by users, and is a generally accepted benchmark.

We performed a full scope audit over the consolidated financial information of the Group.

As reported above, we have two key audit matters, being:

- Goodwill impairment testing; and
- Acquisition of Natural Solutions

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Materiality
The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Group materiality for the consolidated financial statements as a whole as set out above. These, together with qualitative considerations, helped us to determine the scope of our audit, the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate, on the consolidated financial statements as a whole.

How we tailored our group audit scope
We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of audit opinion or assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the consolidated financial statements

The Directors are responsible, on behalf of the Company, for the preparation and fair presentation of the consolidated financial statements in accordance with NZ IFRS and IFRS, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (NZ) and ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the External Reporting Board's website at:

https://www.xrb.govt.nz/assurance-standards/auditors-responsibilities/audit-report-1/

This description forms part of our auditor's report.

Who we report to

This report is made solely to the Company's shareholders, as a body. Our audit work has been undertaken so that we might state those matters which we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report or for the opinions we have formed.

The engagement partner on the audit resulting in this independent auditor's report is Nathan Wylie.

For and on behalf of:

PricewaterhouseCoopers

Chartered Accountants
24 August 2023

Christchurch

SOLATUBE
Innovation in Daylighting™

- Just Life Group has been sole New Zealand distributor for 25 years
- Trained licensees throughout New Zealand
- Unique tubular skylight system
- Natural light into dark spaces
- Blocks UV rays and heat coming into the home
- The highest light output of all tubular skylight systems

Corporate Governance Statement

Corporate Governance Statement

The Governance section of the Company's website (www.justlifegroup.co.nz) includes copies of the following corporate governance documents referred to in this section:

- **Company Constitution**
- **NZX Corporate Governance Code**
- **Board Charter**
- **Audit and Risk Committee Charter**
- **People and Culture Committee Charter**
- **Code of Ethics Policy**
- **Security Trading Policy**
- **Director Appointment Policy**
- **External Audit Independence Policy**
- **Remuneration Policy**
- **Health and Safety Policy**
- **Diversity and Inclusion Policy**
- **Continuous Disclosure Policy**
- **Risk Management Framework & Policy**
- **Dividend Policy**
- **Privacy Policy**

The Board recognises the importance of good corporate governance, particularly its role in delivering improved corporate performance and protecting the interests of all stakeholders.

The Board is responsible for establishing and implementing the Company's corporate governance frameworks and is committed to fulfilling this role in accordance with best practice and observing applicable laws and the NZX Corporate Governance Code (NZX Recommendations).

The Company is listed on the NZX.

For the year ended 30 June 2023, the Company has prepared its corporate governance statement against the eight principles of the NZX Recommendations and NZX Corporate Governance Code dated 17 June 2022. Throughout the year, the Company has complied with all the NZX Corporate Governance Code Recommendations except for Recommendation 3.6, which is the requirement that the board should establish a protocol if a takeover offer was received. The Company is in compliance with this requirement as of the date of the issuance of this Annual Report.

Code of Ethical Behaviour

"Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation."

Recommendation 1.1 - The board should document minimum standards of ethical behaviour to which the issuer's directors and employees are expected to adhere (a code of ethics).

The code of ethics and where to find it should be communicated to the issuer's employees. Training should be provided regularly. The standards may be contained in a single policy document or more than one policy.

The code of ethics should outline internal reporting procedures for any breach of ethics, and describe the issuer's expectations about behaviour, namely that every director and employee:

a) acts honestly and with personal integrity in all actions;

b) declares conflicts of interest and proactively advises of any potential conflicts;

c) undertakes proper receipt and use of corporate information, assets and property;

d) in the case of directors, gives proper attention to the matters before them;

e) acts honestly and in the best interests of the issuer, as required by law, and takes account of interests of shareholders and other stakeholders;

f) adheres to any procedures around giving and receiving gifts (for example, where gifts are given that are of value in order to influence employees and directors, such gifts should not be accepted);

g) adheres to any procedures about whistle blowing (for example, where actions of a whistle blower have complied with the issuer's procedures, an issuer should protect and support them, whether or not action is taken); and

h) manages breaches of the code.

The Board maintains high standards of ethical conduct and the Chief Executive Officer (CEO) is responsible for ensuring that high standards of ethical conduct are maintained by all the Company's employees.

Director responsibilities and expectations with regard to conflicts of interest are set out in the Company's Code of Ethics Policy. The Code of Ethics Policy is available on the Company's website.

Code of Ethical Behaviour

Code of Ethics

The Company has adopted a Code of Ethics Policy which plays a key role in establishing the framework by which the Company's employees are expected to conduct themselves.

The Code of Ethics Policy is not intended to prescribe an exhaustive list of acceptable and non-acceptable behaviour, rather it is intended to facilitate decisions that are consistent with the Company's values, business goals and legal and policy obligations, thereby enhancing performance outcomes.

Employees must familiarise themselves with the Company's values, because they govern their behaviour while they are employed by the Company.

The Code of Ethics Policy covers, among other things, conflicts of interest and behaviours.

The Code of Ethics Policy sets out:

- the practices necessary to maintain confidence in the Company's integrity.
- the practices necessary to consider the Company's legal obligations and the reasonable expectations of its stakeholders.
- the responsibility and accountability of individuals to report and investigate unethical practices.

Directors and management are expected to lead the Company according to the Code of Ethics Policy and to ensure that the standards set out in the Code of Ethics Policy are communicated to the people who report to the Directors and management.

Any person who becomes aware of a breach or suspected breach of the Code of Ethics Policy is required to report it immediately in accordance with the policy.

The Code of Ethics Policy is provided to new employees as part of their induction material and the current version is maintained on the Company's internal web portal for access by employees.

Conflicts of interest

The Code of Ethics Policy outlines the Board's policy on conflicts of interest. Where conflicts of interest do exist, Directors excuse themselves from discussions and do not exercise their right to vote in respect of such matters.

Recommendation 1.2 - An issuer should have a financial product dealing policy which applies to employees and directors.

All Directors and employees are required to comply with the Company's Security Trading Policy in undertaking any trading in the Company's shares. The Security Trading Policy is available on the Company's website and the Company's internal web portal for access by employees.

Board Composition & Performance

> "To ensure an effective board, there should be a balance of independence, skills, knowledge, experience and perspectives."

Recommendation 2.1 - The board of an issuer should operate under a written charter which sets out the roles and responsibilities of the board. The board charter should clearly distinguish and disclose the respective roles and responsibilities of the board and management.

The Board is the overall and final body responsible for all decision making within the Company, having a core objective to effectively represent and promote the interests of its stakeholders with a view to adding long-term value to the Company.

The Board has developed and approved a Board Charter. The Board Charter is available on the Company's website.

The Board Charter describes the Board's role and responsibilities and regulates internal Board procedures. The Board has a responsibility to work to enhance the value of the Company in the interests of the Company and its stakeholders.

The Board

The Board is responsible for directing the Company and enhancing shareholder value in accordance with good corporate governance principles. Further, the Board has statutory responsibilities over the affairs and activities of the Company, with the power to delegate those responsibilities to the CEO and the senior executive team.

The main functions of the Board, the CEO and the senior executive team are set out in the Board Charter. There is a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon the CEO and senior leadership team.

The Board reserves certain functions to itself. These include:

- approving, and from time to time reviewing, the Company's corporate mission statement.
- selecting and (if necessary) replacing the CEO.
- ensuring that the Company has adequate management to achieve its objectives and to support the CEO so that a satisfactory plan for management succession is in place.
- reviewing and approving the strategic, business and financial plans prepared by management.
- reviewing and approving certain material transactions, and making certain investment and divestment decisions.
- approving and overseeing the administration of the Company's technology development strategy.
- monitoring the Company's performance against its approved strategic, business and financial plans and overseeing the Company's operating results.

Board Composition & Performance

- ensuring the Company, the Board and the executive team's behaviour is consistent with the Code of Ethics Policy, including compliance with the Company's Constitution, any relevant laws, listing rules and regulations and any relevant auditing and accounting principles.
- implementing, and from time to time reviewing, the Company's Code of Ethics Policy, to foster high standards of ethical conduct and personal behaviour, and hold accountable those Directors, managers or other employees who engage in unethical behaviour.
- ensuring the quality and independence of the Company's external audit process.
- assessing from time to time the Company's effectiveness in carrying out the functions listed above, and the other responsibilities of the Board.

Indemnities and insurance

In accordance with Section 162 of the Companies Act 1993 and the Company's Constitution, the Company indemnifies the Directors in relation to potential liabilities and costs they may incur for acts or omissions in their capacity as Directors. The Directors' and Officers' Liability insurance covers risks normally covered by such policies arising out of acts or omissions of Directors and employees in their capacity as such.

Board meetings

In the period from 1 July 2022 to 30 June 2023 the Board met formally six times. At each scheduled meeting the Board considers key financial and operational information as well as matters of strategic importance. Directors who are not members of the Board Committees may still attend the Committees' meetings.

Refer below for additional information on the Board Committees.

Delegation

To enhance efficiency, the Board has delegated some of its powers to Board Committees and other powers to the CEO. The CEO's contract is not for a specific term. The day-to-day leadership and management of the Company is undertaken by the CEO and executive leadership team.

The CEO is responsible for:

- formulating the vision for the Company.
- recommending policy for, and the strategic direction of, the Company subject to approval by the Board.
- providing management of the day-to-day operations of the Company.
- acting as the spokesperson for the Company.

The terms of the delegation by the Board to the CEO are documented in the Company's Delegated Authority Policy which also establishes the authority levels for decision-making within the Company's wider management team.

The CEO has also formally delegated decision-making to the executive leadership team within their areas of responsibility, subject to quantitative limits to ensure consistent and efficient decision making across the Company.

Board Composition & Performance

Board Committees

The Board has established and adopted Charters for two Committees: the Audit and Risk Committee and the People and Culture Committee. The Committee Charters are available on the Company's website.

The membership of each Committee as at 30 June 2023 was:

- Audit and Risk Committee - Richard Carver (Chair), Phil Norman and Lynne Jacobs.
- People and Culture Committee - Lynne Jacobs (Chair), Richard Carver and Phil Norman.

Recommendation 2.2 - Every issuer should have a procedure for the nomination and appointment of directors to the board.

Nomination and appointment

The procedures for the appointment and removal of Directors are ultimately governed by the Company's Constitution. The Board has established a Director Appointment Policy administered by the People and Culture Committee which makes recommendations for Director Appointment to the Board.

The primary objectives of the People and Culture Committee in relation to the nomination and appointment of Directors are:

- to ensure that a formal and transparent method for the nomination and appointment of Directors exists.
- to recommend Director appointments to the Board.
- to regularly review the composition of the Board to ensure the appropriate composition of Directors is maintained.

The People and Culture Committee does this by:

- making recommendations to the Board as to its size.
- reviewing the composition of the Board to ensure the most appropriate balance of skills, qualifications and experience.
- reviewing Board succession plans to maintain an appropriate balance of skills, experience and expertise on the Board.
- reviewing criteria for determining suitability of potential Directors in terms of maintaining a balance of relevant skills between Board members to ensure the Board can meet the Company's objectives.
- identifying and maintaining a list of suitably qualified people who could be approached for future Board positions.
- ensuring there is an appropriate induction programme in place for all new Directors.
- making recommendations to the Board about the appointment and re-election of Directors.

When recommending to the Board suitable candidates for appointment as Directors, the People and Culture Committee will consider, among other things:

- the candidate's experience as a Director.
- the candidate's skills, expertise and competencies.
- the extent to which those skills complement the skills of existing Directors.

Board Composition & Performance

Composition of the Board

As at 30 June 2023, the Board comprised of the following five Directors:

- Tony Falkenstein - Executive Director
- Richard Carver - Independent Director
- Lynne Jacobs - Non-Executive Director
- Phil Norman - Independent Director
- Steve Bayliss – Independent Director

- *Ian Malcolm was a Non-Executive Director until 18 November 2022 when he did not seek re-election to the Board.*
- *Lynne Jacobs and Steve Bayliss were elected to the Board at the Annual Shareholders' Meeting held in November 2022. Lynne Jacobs had been appointed to the Board from 1 July 2022.*

Retirement and re-election

The Board acknowledges and observes the relevant Director rotation/retirement rules under the NZX Listing Rules.

- Richard Carver retired by rotation and was re-elected to the Board at the Annual Shareholders' Meeting in November 2021. He is scheduled to retire by rotation at the 2024 Annual Shareholders' Meeting.
- Tony Falkenstein retired by rotation and was re-elected to the Board at the Annual Shareholders' Meeting in November 2022. He is scheduled to retire by rotation at the 2025 Annual Shareholders' Meeting.
- Phil Norman was elected to the Board at the Annual Shareholders' Meeting held in November 2020 and is scheduled to retire by rotation at the 2023 Annual Shareholders' Meeting.

The Board has a broad range of business leadership, financial, sale, construction industry and other skills and expertise necessary to meet its objectives. The Company's Constitution requires a minimum of three Directors.

The Board considers that it has an appropriate mix of skills, experience, and independence to ensure that the Company is governed in a manner that ensures that the interests of all stakeholders are represented and protected. The Board is also confident that proper processes are in place to address the needs and expectations of stakeholders with respect to independence in decision-making and the management of any conflicts of interest.

Recommendation 2.3 - An issuer should enter into written agreements with each newly appointed director establishing the terms of their appointment.

New Directors are required to consent to act as a Director and receive a formal letter of appointment which sets out their duties, responsibilities, rights and remuneration entitlements.

The CEO and each senior executive are employed under an individual employment agreement which sets out the terms on which the executive is employed including details of the executive's duties, responsibilities, rights and remuneration entitlements. The employment agreement also sets out the circumstances in which employment may be terminated by either the Company or the executive.

Board Composition & Performance

Recommendation 2.4 - Every issuer should disclose information about each director in its annual report or on its website, including a profile of experience, length of service, independence and ownership interests and director attendance at board meetings.

Information about each Director including a profile of experience and independence is available on the Company's website.

Director independence

The NZX Listing Rules require a minimum of two Directors be 'independent'.

The Board considers the guidance provided under the NZX Listing Rules in determining the independence of Directors. Under those rules and recommendations, Directors are independent if they are non-executive and do not have an interest or relationship that could or could be perceived to unreasonably influence their decisions relating to the Company or interfere with their ability to act in the Company's best interests. The Board will review any determination it makes as to a Director's independence on becoming aware of any information that may have an impact on the independence of the Director. For this purpose, Directors are required to ensure that they immediately advise the Board of any relevant new or changed relationships to enable the Board to consider and determine the materiality of the relationships.

As of 30 June 2023, the Board considers that Richard Carver, Phil Norman and Steve Bayliss are Independent Directors. As of 30 June 2023, the Board also determined that Tony Falkenstein and Lynne Jacobs are not Independent Directors because of Tony Falkenstein's executive responsibilities and association with the largest shareholder of the Company, being director of The Harvard Group Limited, and because Lynne Jacobs has been employed by the company within the last 3 years.

Length of service of Directors

Director	Appointed	Cumulative length of service to 30 June 2023
Tony Falkenstein	5 February 1990	33 years, 5 months
Ian Malcolm	Appointed 15 December 2014*, resigned November 2022	20 years, 7 months
Richard Carver	1 March 2019	4 years, 4 months
Philip Norman	5 August 2020	2 years, 11 months
Steve Bayliss	18 November 2022	7 months
Lynne Jacobs	1 July 2022	1 year

* Ian Malcolm was originally appointed to the Board on 8 October 2001, resigned from the Board on 24 October 2013 and was reappointed to the Board on the 15 December 2014.

Board Composition & Performance

Attendance at Board meetings

In the year ended 30 June 2023 there were a total of six scheduled Board meetings. The number of meetings attended by each Board member is as follows:

Director	Number of meetings attended
Tony Falkenstein	6
Ian Malcolm	2
Richard Carver	6
Philip Norman	6
Lynne Jacobs	6
Steve Bayliss	3

Attendance at Committee meetings

The Audit and Risk Committee met three times during the year ended 30 June 2023. The auditors, PwC, attended two of the Audit and Risk Committee meetings. The meetings were attended by all members during their tenure on the Board.

The People and Culture Committee held two formal meetings during the year ended 30 June 2023. The two meetings were attended by all members during their tenure on the scheduled Board.

Ownership interests

The table of Directors' shareholdings is included in the Disclosures section of this Annual Report set out on page 98.

Recommendation 2.5 - An issuer should have a written Diversity Policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving diversity (which, at a minimum, should address gender diversity) and to assess annually both the objectives and the entity's progress in achieving them. The issuer should disclose the policy or a summary of it.

Diversity Policy

The Company values and respects the contributions, ideas and experiences of people from all backgrounds and is proud to have a diverse company with staff from all around the world. The Company has a formal Diversity and Inclusion Policy, a copy of which is available on the Company's website and the Company's internal web portal for access by all employees. The Diversity and Inclusion Policy sets out the Company's commitment to achieving diversity in the attributes and experiences of the Board, management and staff across a broad range of criteria including gender, background, and education (amongst others). Under the policy measurable objectives are set for achieving diversity and progress is assessed annually.

The Board has concluded that the Company has complied with the Diversity and Inclusion Policy.

Board Composition & Performance

Gender diversity statistics

	Male		Female		
As at 30 June 2023	No.	%	No.	%	Total
Board	4	80%	1	20%	5
Senior Executive*	4	80%	1	20%	5
Total Group	**8**	**80%**	**1**	**20%**	**10**

	Male		Female		
As at 30 June 2022	No.	%	No.	%	Total
Board	4	100%	0	0%	4
Senior Executive*	4	80%	1	20%	5
Total Group	**8**	**89%**	**1**	**11%**	**9**

* For the purposes of this annual report 'Senior Executive' means the senior executive team constituted in accordance with the Code, and who report directly to the Board or the CEO. The CEO is included in both the Board and Senior Executives statistics as the CEO is an Executive Director.

Recommendation 2.6 - Directors should undertake appropriate training to remain current on how to best perform their duties as directors of an issuer.

All Directors are responsible for ensuring they remain current in understanding their duties as Directors.

To ensure ongoing education, Directors are regularly informed of developments that affect the Company's industry and business environment, as well as company and legal issues that impact the Directors themselves. Directors have access to management and any additional information they consider necessary for informed decision making.

Board access to information and advice

The CFO/COO, supported by external specialist legal advisors, is responsible for supporting the effectiveness of the Board by ensuring that policies and procedures are followed and coordinating the completion and dispatch of the Board agendas and papers. All Directors have access to the executive leadership team, including the General Manager Healthy Living, General Manager Healthy Homes, CFO/COO and the external legal advisors, to discuss issues or obtain information on specific areas in relation to items to be considered at Board meetings or other areas as they consider appropriate. Further, Directors have unrestricted access to the Company's records and information.

The Board, the Board Committees and each Director have the right, subject to the approval of the Chair of the Board, to seek independent professional advice at the Company's expense to assist them to carry out their responsibilities as a Director or Committee member. Further, the Board and Board Committee members have the authority to invite external advisors with relevant experience and expertise to attend Board or Board Committee meetings.

Recommendation 2.7 - The board should have a procedure to regularly assess director, board and committee performance.

Board Composition & Performance

Performance evaluation of the Board, its Committees and individual Directors

The Chair of the Board leads an annual process to evaluate the performance of the Board, Board Committees and individual Directors, and the Board's relationship with management. The review process may be by internal methods such as questionnaires or self-assessment or with external assistance, as may be considered appropriate by the Chair. The last review was undertaken in June 2023.

Further, the Board Committees undertake an annual self-review of their objectives and responsibilities. In addition, those objectives and responsibilities are also reviewed by the Board against the relevant Board Committee Charter.

Performance evaluation of senior executives

The Board is responsible for monitoring the performance of the CEO against the Board's requirements.

The People and Culture Committee is responsible for overseeing the CEO's evaluation of the executive leadership team that report directly to the CEO.

Recommendation 2.8 - A majority of the board should be independent directors.

As noted under Recommendation 2.4, three of the five Directors as of 30 June 2023 are Independent Directors. This meets the requirement under NZX Listing Rule 2.1.1(c) of having a minimum of two Independent Directors.

Recommendation 2.9 - An issuer should have an independent chair of the board. If the chair is not independent, the Chair and the CEO should be different people.

The Directors appointed Phil Norman, an Independent Director, as Chair on 20 November 2020.

As of 30 June 2023 the Company complied with the requirements of Recommendation 2.9.

Board Committees

"The board should use committees where this will enhance its effectiveness in key areas, while still retaining board responsibility."

Recommendation 3.1 - An issuer's audit committee should operate under a written charter. Membership on the audit committee should be majority independent and comprise solely of non-executive directors of the issuer. The chair of the audit committee should be an independent director and not the chair of the board.

Audit and Risk Committee

The Board has an Audit and Risk Committee whose primary objective is to assist the Board in fulfilling its responsibilities, by:

- ensuring the quality and independence of the Company's external audit process.
- overseeing (among other things):
  - the integrity of external financial reporting,
  - application of accounting policies,
  - financial management, and
  - the risk management framework and monitoring compliance with that framework.
- providing a formal forum for communication between the Board and senior financial management.
- regularly reviewing the Company's internal controls and systems.
- undertaking an annual self-review of the Committee's objectives.
- regularly reporting to the Board on the operation of the Company's risk management and internal control processes.
- providing enough information to the Board to allow the Board to report annually to shareholders and stakeholders on risk identification and management procedures and relevant internal controls of the Company.

Charter

The Company's Audit and Risk Committee operates under a written Charter. A copy of the Charter is available on the Company's website.

Board Committees

Composition of the Audit and Risk Committee

A majority of the Committee members are Independent Directors, and all members are Non-Executive Directors. The Audit and Risk Committee is chaired by Richard Carver who is an Independent Director and not Chair of the Board.

The other members of the Audit and Risk Committee as of 30 June 2023 are Lynne Jacobs and Phil Norman.

Recommendation 3.2 - Employees should only attend audit committee meetings at the invitation of the audit committee.

The Audit and Risk Committee Charter provides that employees and Directors who are not members of the Audit and Risk Committee can only attend Audit and Risk Committee meetings at the invitation of the Committee Chair.

The Audit and Risk Committee may invite such members of management and any other persons, including external advisors, as the Committee considers necessary to provide information and advice. All Directors are entitled to attend meetings of the Audit and Risk Committee by standing invitation provided that executive Directors shall not be entitled to attend meetings where they are conflicted for personal reasons.

Recommendation 3.3 - An issuer should have a remuneration committee which operates under a written charter (unless this is carried out by the whole board). At least a majority of the remuneration committee should be independent directors. Management should only attend remuneration committee meetings at the invitation of the remuneration committee.

People and Culture Committee

The Board has a People and Culture Committee whose primary objective is to assist the Board in fulfilling its responsibilities, by:

- recommending to the Board the CEO's remuneration, and those roles that report to the CEO, and review the next layer down of senior management.
- ensuring that the Company has a formal and transparent method to recommend Director remuneration packages to shareholders.
- reviewing the Company's remuneration policy.
- being responsible for all other human resource related policies that guide the culture and people related practices and procedures of the Company and its subsidiaries.

The People and Culture Committee may invite such members of management and any other persons, including external advisors, as the Committee considers necessary to provide information and advice. All Directors are entitled to attend meetings of the People and Culture Committee by standing invitation provided that executive Directors shall not be entitled to attend meetings where they are conflicted for personal reasons.

Charter

The Company's People and Culture Committee operates under a written Charter. A copy of the Charter is available on the Company's website.

Board Committees

Composition of the People and Culture Committee

The members of the People and Culture Committee as of 30 June 2023 are Lynne Jacobs (Chair), Richard Carver and Phil Norman. A majority of the members of the Committee are independent directors.

Recommendation 3.4 - An issuer should establish a nomination committee to recommend director appointments to the board (unless this is carried out by the whole board), which should operate under a written charter. At least a majority of the nomination committee should be independent directors.

The People and Culture Committee recommends Director appointments to the Board in accordance with the Director Appointment Policy.

Further information as to the primary objectives and processes of the People and Culture Committee in relation to the nomination and appointment of Directors is contained under Recommendation 2.2. The composition of the People and Culture Committee is described under Recommendation 3.3.

Recommendation 3.5 - An issuer should consider whether it is appropriate to have any other board committees as standing board committees. All committees should operate under written charters. An issuer should identify the members of each of its committees, and periodically report member attendance.

Other Committees as considered necessary may be established from time to time.

Recommendation 3.6 - The board should establish appropriate protocols that set out the procedure to be followed if there is a takeover offer for the issuer including any communication between insiders and the bidder. The Board should disclose the scope of independent advisory reports to shareholders. These protocols should include the option of establishing an independent takeover committee, and the likely composition and implementation of an independent takeover committee.

The Company has established a Takeover Protocol as of the date of the issuance of this Annual Report. In summary, in the event of a takeover offer, the Company would form an independent committee of the Board to oversee disclosure and response, engage expert legal and financial advisors to provide advice on procedure and the terms of the offer.

Given the composition of the Company's share register, it is very unlikely that a takeover offer would be made for the Company without the bidder having obtained the support of The Harvard Group Limited, which holds 70.83% of Just Life Group shares on issue.

Reporting & Disclosure

"The board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures."

Recommendation 4.1 - An issuer's board should have a written continuous disclosure policy.

The Company is required to comply with the disclosure requirements of the NZX Listing Rules.

The Company is committed to notifying the market through full and fair disclosure to the NZX of any material information related to its business that is required to be disclosed by the NZX Listing Rules. The Company is mindful of the need to keep stakeholders informed through a timely, clear, and balanced approach which communicates both positive and negative news. These notifications are linked to the Company's website.

The Company is also required to comply with the periodic disclosure requirements under the NZX Listing Rules.

The Company has adopted a Continuous Disclosure Policy which establishes procedures that are aimed at ensuring that the Directors and all employees of the Company are aware of and fulfil their disclosure obligations under the NZX Listing Rules. A copy of the Company's Continuous Disclosure Policy is available on the Company's website.

The Continuous Disclosure Policy has been communicated internally and is available on the Company's internal web portal for access by all employees.

Recommendation 4.2 - An issuer should make its code of ethics, board and committee charters and the policies recommended in the NZX Code, together with any other key governance documents, available on its website.

The Governance section of the Company's website includes copies of the following corporate governance documents:

- Company Constitution
- NZX Corporate Governance Code
- Board Charter
- Audit and Risk Committee Charter
- People and Culture Committee Charter
- Code of Ethics Policy
- Security Trading Policy
- Director Appointment Policy
- External Audit Independence Policy
- Remuneration Policy
- Health and Safety Policy Statement
- Diversity and Inclusion Policy
- Continuous Disclosure Policy
- Risk Management Framework & Policy
- Dividend Policy
- Privacy Policy

Reporting & Disclosure

Recommendation 4.3 - Financial reporting should be balanced, clear and objective. An issuer should provide non-financial disclosure at least annually, including environmental, economic, and social sustainability factors and other practices. It should explain how operational or on-financial targets are measured. Non-financial reporting should be informative, include forward looking assessments, and align with key strategies and metrics monitored by the Board.

Environmental

At Just Life Group, we recognise the importance of integrating environmental considerations into our business practices. We love and care for New Zealand with our children and their children in mind - that's who we are: Healthy Living and Healthy Homes.

Throughout the past year, we have made progress in reducing our carbon footprint in areas of our business. Whilst our carbon emissions activities between our base measurement financial year of 2021 compared to this year increased overall by 5.9% we note that the Auckland region was at a COVID-19 Alert Level above 2 for 43 days during the 2021 base year. This curtailed business and emissions activity during that period. Our top three sources of carbon emission activities being mobile combustion, business travel and fuel & energy related emissions comprised 70% of our carbon footprint in the last year and increased 0.4% over the base year with all of the increase occurring in business travel which was severely curtailed during the COVID-19 pandemic. We continue to strive for ongoing reduction in all emission activities which we have also found result in tangible cost savings and operational efficiencies.

We understand that our responsibility extends beyond our direct operations. Through working closely with our suppliers and customers we aim to promote sustainable practices and encourage the adoption of environmentally friendly solutions across the business.

We also recognise that our journey towards environmental sustainability is an ongoing one. We remain committed to continuous improvement, innovation, and transparent reporting. By measuring our carbon footprint, tracking our progress, and engaging with stakeholders, we seek to foster a culture of accountability and responsible business practices.

Key initiatives commenced during the year include;

- A review and optimisation of all water delivery routes to reduce fuel usage.
- A review and optimisation of service routes to reduce fuel usage.
- A commitment to replace retiring our light vehicle fleet with energy efficient hybrid vehicles wherever possible.
- Providing team members full reimbursement of public transport charges for travel to and from work.
- Replacing lighting solutions with high efficiency LED solutions wherever possible.
- Introduction of an Eco Water Cooler range featuring the R600a refrigerant with a Global Warming Potential value of 3.
- Maintaining an active internal waste reduction and recycling programmes.

Social

At the heart of our organisation lies a genuine commitment to making a positive impact on society. We firmly believe that our success is measured not only in financial returns but also the well-being of our team members and the communities in which we operate.

Throughout the past year, we have continued to prioritise social responsibility by addressing key social challenges and striving to create a more inclusive and equitable society. We have engaged in various initiatives promoting diversity and inclusion and fostering economic opportunities for all.

Reporting & Disclosure

One of our core imperatives is to enhance the well-being and safety of our team members. We have invested in robust occupational health and safety programmes, providing a secure and supportive work environment. We believe that our team members are our most valuable asset, and their welfare is paramount to our success.

We continue to focus on advancing diversity and inclusion within our organisation. We have implemented policies and programmes to ensure equal opportunities for all, irrespective of gender, race, ethnicity, age or background. By cultivating a diverse and inclusive workforce, we not only foster innovation and creativity but also contribute to a more harmonious and just society.

Beyond our immediate workforce, we extend our social responsibility efforts to our supply chain and local communities. We strive to partner with suppliers who share our values and adhere to responsible labour practices.

Furthermore, we actively engage with local communities, supporting education, healthcare, and other initiatives that uplift and empower individuals.

While we are proud of the progress we have made, we acknowledge that our commitment to social responsibility is a continuous one. We are dedicated to continuous improvement and actively seek feedback from our stakeholders to ensure that our initiatives align with their expectations and address their evolving needs.

A selection of initiatives implemented during the year includes:

- Committed to paying team members at no lower than the Living Wage.
- Encouraging the use of public transport by employees by 100% reimbursing the cost of public transport to and from work.
- Subsidising gym memberships for employees.
- Providing incentives to team members to stop smoking.
- Shadow a Leader Program with AUT.
- $200 annual donation to any team members charity/club that they are actively involved in.
- Volunteer days for staff members where we have helped at the City Mission in Auckland.
- Donation of 854 My Wally bottles to the Auckland City Mission as part of a promotion run in the financial year 2023.
- Donation of water during the February 2023 flooding crisis.
- Sponsoring Leukaemia & Blood Cancer New Zealand's Sky Tower Step-Up Challenge, which is one of their most important annual fundraisers.

Donating to number of smaller community events including school and charity fundraisers, and Hamilton's Night Glow running event. We also sponsor a number of Surf Lifesaving clubs and community sports facilities across New Zealand.

Our CEO is on record stating that this business is based on trust and fair play to team members, shareholders and customers. The stakeholders in and around the Company are constantly at the forefront of all team members minds.

Governance

The Company has established governance frameworks and is committed to fulfilling requirements including transparency in accordance with best practice and observing applicable laws and the NZ Corporate Governance Code Recommendations. The company complied with all the NZX Corporate Governance Code Recommendations as of the date of the issuance of this Annual Report.

Remuneration

> “The remuneration of directors and executives should be transparent, fair and reasonable.”

Recommendation 5.1 - An issuer should recommend director remuneration to shareholders for approval in a transparent manner. Actual director remuneration should be clearly disclosed in the issuer’s annual report.

Shareholders have approved the Directors’ fees in aggregate for all Directors at $300,000 per annum. The actual amount of fees paid in the past year was $237,000.

Full disclosure of Directors’ remuneration is set out at page 95.

The Chair of the Board receives $79,000 per annum while other Independent and Non-Executive Directors receive $50,000 per annum each (a Chair of a Committee receives additional fees of $8,000 per annum).

The Executive Director receives remuneration from the Company and does not receive Directors’ fees.

Directors are also entitled to be paid for reasonable travel, accommodation and other expenses incurred by them in connection with their attendance at Board or shareholder meetings, or otherwise in connection with the Company’s business.

Recommendation 5.2 - An issuer should have a remuneration policy for remuneration of directors and officers, which outlines the relative weightings of remuneration components and relevant performance criteria.

The Company has adopted a Remuneration Policy, a copy of which is available on the Company’s website. The Board recognises it is desirable that executives (including Executive Directors) remuneration should include an element dependent upon the performance of both the Company and the individual and should be clearly differentiated from Non-Executive Director remuneration.

Remuneration

Executive remuneration currently comprises of three components: fixed remuneration, short-term performance incentives (STI) and a long-term performance incentive (LTI). This is to ensure appropriate weighting of incentives between short and longer-term performance, and to align executive packages with longer-term shareholder value.

Fixed remuneration

Fixed remuneration consists of base salary and benefits.

Short-term performance incentives

The STI will be an annual 'at-risk' performance bonus which is either a specific percentage of each executive's base salary or a set value. The weightings of the STI in relation to fixed remuneration range from 10% to 20%. The STI is based on financial performance measures of the Company and the business unit the relevant executive manages. The executives' right to the STI is conditional on the performance of the individual and the Company and is assessed annually by the Board.

Executive long-term incentive plan

The Company has an LTI Plan for executives. The LTI Plan aims to align the interests of key staff with those of shareholders, by providing 'options to acquire a defined quantity of the Company shares at a fixed exercise price'.

Grants of options are offered to executives at the absolute discretion of the Board. To be eligible for a grant of options under the LTI Plan, an executive must be in continuous employment of the Company or its subsidiaries for a minimum of 2 years, unless otherwise approved by the Board.

The options are conditional on the employee remaining in the employment of the Company and can be exercised any time after 2 years from the grant date with an expiry date of 5 years from the grant date.

Executive remuneration

In the year ended 30 June 2023 the COO received remuneration totalling $285,500. This amount included fixed remuneration of $283,000, no STI accrual and a LTI cost of $2,500. The General Manager - Healthy Living (appointed in September 2022) received remuneration totalling $171,000 consisting entirely of fixed renumeration. The CFO received remuneration totalling $205,000 consisting entirely of fixed remuneration. The General Manager – Healthy Homes received remuneration totalling $245,000 consisting entirely of fixed remuneration.

Recommendation 5.3 - An issuer should disclose the remuneration arrangements in place for the CEO in its annual report. This should include disclosure of the base salary, short-term incentives and long-term incentives and the performance criteria used to determine performance based payments.

The remuneration of the CEO has been disclosed in the Annual Report on page 87. The CEO does not participate in either the STI or LTI.

Remuneration

The elements of the CEO's remuneration are set out below:

	2023	2022	2021	2020	2019
Remuneration					
Salary	268,000	268,000	238,700	233,500	220,000
Taxable benefits	-	-	-	-	-
Subtotal	268,000	268,000	238,700	233,500	220,000
PAY FOR PERFORMANCE					
Short-term incentives	-	-	-	-	-
Long-term incentives	-	-	-	-	-
Subtotal	-	-	-	-	-
Total remuneration	**268,000**	**268,000**	**238,700**	**233,500**	**220,000**

Pay gap

The pay gap represents the number of times greater the CEO remuneration is to the remuneration of an employee paid at the mean of all employees.

At 30 June 2023, the CEO's remuneration of $268,000 was 4.5 times that of the median employee at $60,000 per annum.

Risk Management

"Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks."

Recommendation 6.1 - An issuer should have a risk management framework for its business and the issuer's board should receive and review regular reports. An issuer should report the material risks facing the business and how these are being managed.

Risk Management Framework and Policy

The identification and effective management of the Company's risks are a priority of the Board. The CEO is accountable for all operational and compliance risk across all of the Company's operations and businesses. The CFO/COO, GM - Healthy Living and GM - Healthy Homes have the management accountability for the effective implementation of the Risk Framework (as defined below) across all the Company's businesses.

The Company has in place an overarching Risk Management Framework and Policy (Risk Framework) supported by operating risk and compliance policies that aim to ensure that the Company, its Directors and employees will comply with relevant regulatory requirements such as New Zealand laws, NZX Listing Rules, and relevant codes of practice.

The purpose of the Risk Framework is to ensure a consistent approach to operating and compliance risk across all the Company's businesses in all geographies where the Company operates. The Risk Framework sets out the specific areas for which the CEO, COO, GM - Healthy Living and GM - Healthy Homes are accountable.

The Board has established an Audit and Risk Committee whose primary objective is to assist the Board in fulfilling its responsibilities. The Audit and Risk Committee's responsibilities are set out under Recommendation 3.1.

Recommendation 6.2 - An issuer should disclose how it manages its health and safety risks and should report on its health and safety risks, performance and management.

The Company operates under a Health and Safety Policy Statement. A report is provided regularly by senior management to the Board on benchmarks against the Health and Safety Policy Statement.

Auditors

"The board should ensure the quality and independence of the external audit process."

Recommendation 7.1 - The board should establish a framework for the issuer's relationship with its external auditors. This should include procedures:

(a) for sustaining communication with the issuer's external auditors.

(b) to ensure that the ability of the external auditors to carry out their statutory audit role is not impaired, or could reasonably be perceived to be impaired.

(c) to address what, if any, services (whether by type or level) other than their statutory audit roles may be provided by the auditors to the issuer.

(d) to provide for the monitoring and approval by the issuer's audit committee of any service provided by the external auditors to the issuer other than in their statutory audit role.

The Board's framework for the Company's relationship with its external auditors is described in the External Audit Independence Policy, which is available on the Company's website. The External Audit Independence Policy covers matters relating to the appointment of auditors, the independence of auditors, transparent dialogue with auditors, rotation of the audit partner, reporting on audit fees and non-audit work.

The Audit and Risk Committee assists the Board in fulfilling its responsibility to ensure the quality and independence of the Company's external audit process. Pursuant to the Audit and Risk Committee Charter, the Board has delegated the Audit and Risk Committee the responsibility to monitor all aspects of the external audit of the Company's affairs including:

- considering the appointment of auditors, audit fees and any issues on an auditor's resignation or dismissal.
- discussing with auditors, before the commencement of each audit, the nature and scope of their audit.
- reviewing auditors' service delivery plan.
- reviewing the Company's letter of representation to auditors.
- discussing with auditors any problems, reservations, or issues arising from the audit and referring matters of a material or serious nature to the Board.

Auditors

Recommendation 7.2 - The external auditor should attend the issuer's Annual Meeting to answer questions from shareholders in relation to the audit.

The external auditor attends the Annual Shareholders' Meeting.

Shareholders are given an opportunity at the meeting to directly ask the external auditor questions relevant to the conduct of the audit, the audit report, the Company's accounting policies and the independence of the auditor.

Recommendation 7.3 - Internal audit functions should be disclosed.

The CEO is accountable for all operational and compliance risks across all the Company's operations and businesses. The CFO/COO, GM - Healthy Living and GM - Healthy Homes are accountable for the effective implementation of the Risk Framework across all the Company's businesses.

The Company has appointed HLB Mann Judd Limited as an independent external consultant to undertake reviews of internal processes and adherence to internal controls on a rotational basis and provide reports on weaknesses and recommendations on where improvements can be made.

Shareholder Rights & Relations

"The board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer."

Recommendation 8.1 - An issuer should have a website where investors and interested stakeholders can access financial and operational information and key corporate governance information about the issuer.

The Investors' Information section of the Company's website provides information to shareholders and investors about the Company. The website includes copies of past annual reports, links to results announcements, media releases and general Company information.

The Governance section of the website provides copies of relevant policies and of the corporate governance documents referred to under Recommendation 4.2.

Recommendation 8.2 - An issuer should allow investors the ability to easily communicate with the issuer, including providing the option to receive communications from the issuer electronically.

Although the Company does not have a formal shareholder communications policy, it does take appropriate steps to keep shareholders informed about its activities and to listen to issues or concerns raised by shareholders.

Fundamental to the Company's provision of information to shareholders is the management of its continuous disclosure obligations which ensures all shareholders have access to material Company information.

In addition to lodging this Company information with the NZX, the Company uses its website to make available to shareholders information about the Company and its activities. All Shareholder Newsletters are available on the Company's website.

Shareholders have the option of electing to receive all shareholder communications, including dividend statements, by email. Shareholders are advised that the Annual Report is available on the Company's website in accordance with the requirements of the Companies Act 1993, the Financial Markets Conduct Act 2013 and associated regulations. The Company provides a printed copy of the Annual Report only to shareholders who have specifically elected to receive a printed copy.

All announcements made to the NZX are available to shareholders by email notification where a shareholder has provided the Company's Share Registry with an email address and elects to be notified of all such announcements.

Shareholder Rights & Relations

The Company's Share Register is managed and maintained by Link Market Services Limited.

Shareholders can access their shareholding details or make enquiries about their current shareholding electronically by contacting Link Market Services Limited.

The CEO provides both his email and mobile contact details on the Company's website and shareholders are encouraged to contact him directly if they have any questions about the Group.

Recommendation 8.3 - Quoted equity security holders should have the right to vote on major decisions which may change the nature of the issuer in which they are invested.

The Company complies with its obligations under the Companies Act 1993 to obtain shareholder approval under a special resolution for any major transactions. The Company also complies with NZX Listing Rule requirements to obtain shareholder approval for transactions, or a series of transactions, that would change the essential nature of the business.

Recommendation 8.4 - If seeking additional equity capital, issuers of quoted equity securities should offer further equity securities to existing equity security holders of the same class on a pro rata basis, and on no less favourable terms, before further equity securities are offered to other investors.

The Company undertook no equity capital raisings in the financial year ended 30 June 2023.

Recommendation 8.5 - The Board should ensure that the notices of annual or special meetings of quoted equity security holders is posted on the issuer's website as soon as possible and at least 20 working days prior to the meeting.

Once the date of the Annual Shareholders' Meeting is confirmed, the Company notifies the market by providing disclosure to the NZX.

This notification is available on the Company's website. The Company provides notice of the Annual Shareholders' Meeting to shareholders in accordance with the requirements of the Companies Act 1993 and the NZX Listing Rules. The notice is sent to shareholders, notified to the market by providing disclosure to the NZX and made available on the Company's website at least 20 working days prior to the date of the meeting.

Statutory Information

- Known brand through TV and other advertising
- Customer focused – very efficient follow-up process
- Contractors throughout New Zealand
- Recession proof as the focus is on replacing existing systems

Business activities

The Group's business activities are focused on enhancing lives providing premium products and services focused on the healthy living and healthy homes market sectors. Within the healthy living market segment, it provides filtered water solutions through Just Water and natural health supplements through About Health, Intenza and Natural Solutions. The Group provides solutions to healthier homes through its premium Solatube daylighting products, patented Unovent home ventilation systems, the provision of hot water solutions through The Cylinder Guy and ventilation solutions through Hometech.

Dividend

The total dividend for the year ended 30 June 2023 was 1.9 cents per share (2022: 2.4 cents per share).

Donations

During the year ended 30 June 2023 the Group made donations totalling $7,472 which included $900 to the Cancer Society to support cancer patients, $200 to support a junior rugby team and $6,372 to the Auckland City Mission.

Stock exchange listing

The shares of Just Life Group Limited are listed on the NZX Main Board. The ticker code is JLG.

Directors

The persons holding office as Directors of the Company as at 30 June 2023 were as follows:

Tony Falkenstein ONZM

Richard Carver CMInstD

Phil Norman MBA, CMInstD

Lynne Jacobs BA, CMInstD

Steve Bayliss B.Comm

Remuneration of Directors

Executive Directors do not receive directors' fees. Directors' remuneration paid during the year as follows:

		2023 $000	2022 $000
Board of Directors			
	P. Norman (Chair)	79	75
	A.E. Falkenstein	-	-
	I.D. Malcolm	19	50
	R. Carver	55	50
	L. Jacobs	53	-
	S. Bayliss	31	-
Audit and Risk Committee			
	P. Norman	See above	See above
	R. Carver	See above	See above
	L. Jacobs	See above	See above
People and Culture Committee			
	P. Norman	See above	See above
	R. Carver	See above	See above
	L. Jacobs	See above	See above

Other remuneration of directors

	2023 $000	2022 $000
A. E. Falkenstein (CEO remuneration)	268	268

Remuneration of employees

The number of Group employees or former employees (not including Directors) whose remuneration during the financial year exceeded $100,000 was as follows:

	GROUP	
$000	**2023**	**2022**
100-110	6	4
111-120	3	1
121-130	2	2
131-140	2	1
141-150	1	-
151-160	1	-
161-170	1	-
201-210	1	1
241-250	1	1
261-270	1	2
281-290	1	-

Auditor's remuneration

In accordance with Section 211(1) of the Companies Act 1993, the auditors, PricewaterhouseCoopers, continue in office. Their audit remuneration and fees paid for other services are detailed in Note 17.1 of the Notes to the Consolidated Financial Statements.

Interests register

The following are transactions recorded in the interests register for the year.

During the year ended 30 June 2023 the Group transacted with organisations in which a director has an interest. These transactions have been carried out on a commercial arms-length basis and are as follows:

- Pure SEO Limited, a company of which Tony Falkenstein is a director and indirect shareholder, provided internet search engine optimisation services to the Group during the financial year to the value of $31,300 (2022: $81,000).
- Carver Management Limited, a company of which Richard Carver is a director, provided services to the Group during the financial year to the value of $1,500 (2022: $300).
- Milestone Group Limited, a company of which Richard Carver is a director, provided services to the Group during the financial year to the value of $600 (2022: $1,500).
- Jennian Holdings Ltd, a company of which Richard Carver is a director, provided services to the Group during the financial year to the value of $5,300 (2022: $3,700).

Share dealings of Directors

There were no share dealings of Directors for the year ended 30 June 2023.

Directors' loans

There were no loans by the Group to any Directors during the 2023 financial year or at balance date.

Directors' insurance

The Group has arranged policies for Directors' liability insurance which, with a Deed of Indemnity, ensures that generally Directors will incur no monetary loss as a result of actions undertaken by them as Directors. Certain actions are specifically excluded; for example, the incurring of penalties and fines that might be imposed in respect of breaches of the law.

Waivers

The Group did not apply for, or did it have granted, nor did it rely on any waivers from the NZX during the 2023 financial year.

Subsidiary company directors

The following people held office as directors of subsidiary companies as at 30 June 2023:

Anthony Edwin Falkenstein: Vitamist Limited, Just Water Limited, Just Water New Zealand Limited, MBO Partners Limited, Just Water International Limited, The Cylinder Guy Limited, HJD Properties Limited, Unovent Limited, Sola-tube New Zealand Limited, Designer Tanks Limited, About Health Supplements Limited, Intenza New Zealand Limited, Natural Solutions NZ Limited.

Lynne Jacobs: Vitamist Limited, Just Water Limited, Just Water New Zealand Limited, MBO Partners Limited, Just Water International Limited, The Cylinder Guy Limited, HJD Properties Limited, Unovent Limited, Sola-tube New Zealand Limited, Designer Tanks Limited, About Health Supplements Limited, Intenza New Zealand Limited, Natural Solutions NZ Limited.

Eldon David Roberts: Designer Tanks Limited.

None of the above directors receive any remuneration or other benefits for their role as directors of the above subsidiary companies.

Use of Company information by Directors

Pursuant to Section 145 of the Companies Act 1993, there were no recorded notices from directors requesting to use Company information received in their capacity as directors that would not otherwise have been available to them.

Annual Meeting

The Company's Annual General Meeting will be held in Auckland on 1 December 2023 at 11:00 a.m. A notice of Annual Meeting and Proxy Form will be circulated to shareholders at least 20 working days before the meeting.

Exercise of NZX disciplinary powers

NZX did not exercise any of its powers under NZX Listing Rule 9.9.3 in relation to the Company during the 2023 financial year.

Credit rating

The Company has no credit rating.

Director equity securities holdings as at 30 June 2023

In accordance with NZX Listing Rule 3.7.1(d) the following table identifies the equity securities in which each Director has a relevant interest as at 30 June 2023.

Director	Beneficial Interest	Non-beneficial Interest	Total of shares in which relevant interest held
A. E. Falkenstein	66,129,917	4,358,047	70,487,964

Statutory disclosures in relation to shareholders

Top 20 Largest Holdings List as at 31 July 2023

Rank	Shareholder name	Number of shares	%
1	The Harvard Group Limited	70,487,964	70.83%
2	Springfresh Marketing Pty Limited	5,277,938	5.30%
3	Anthony Edwin Falkenstein & Ian Donald Malcolm	3,458,894	3.48%
4	Anthony Edwin Falkenstein & Jayne Maree Godfrey	2,116,827	2.13%
5	Anthony Edwin Falkenstein & Christopher Roy Saunders	2,116,827	2.13%
6	Eldon David Roberts & Sheena Meryl Roberts	2,033,500	2.04%
7	Ace Finance Limited	1,378,341	1.39%
8	Custodial Services Limited	1,378,269	1.39%
9	Heather Jeanette Falkenstein & Ian Donald Malcolm	1,342,068	1.35%
10	Anthony Edwin Falkenstein	831,190	0.84%
11	Maurice William O`Reilly & Anne Therese O`Reilly	797,655	0.80%
12	Brent Hayden Roberts	704,636	0.71%
13	FNZ Custodians Limited	546,349	0.55%
14	Clyde Christopher Cooper & Farida Clyde Cooper	535,715	0.54%
15	Brian Arthur Kelly & Roxanne Elizabeth Marie Kelly & Jason Morice Kelly	464,084	0.47%
16	New Zealand Depository Nominee	390,846	0.39%
17	Brian Kelly Limited	314,615	0.32%
18	Colin Glenn Giffney	296,550	0.30%
19	Jeffrey Horn & Bernadette McCarthy	252,557	0.25%
20	Richard Alexander Coutts	214,286	0.22%

Holding range as at 31 July 2023

Range of equity holdings	Number of holders	Issued capital	%
1-1,000	253	52,513	0.05%
1,001-5,000	150	400,231	0.40%
5,001-10,000	51	372,316	0.37%
10,001-50,000	77	1,504,677	1.51%
50,001-100,000	13	968,808	0.97%
Greater than 100,000	29	96,214,445	96.69%
Total	**573**	**99,512,990**	**100.00%**

Substantial product holders

Section 293 of the Financial Markets Conduct Act 2013 requires disclosure of the substantial product holders in Just Life Group Limited. As at 30 June 2023, the substantial product holders of the Company and their relevant interests in the Company shares were as follows:

Substantial product holders	Date of notice	Number of shares held	%
The Harvard Group Limited	15 December 2021	70,487,964	70.83%
Anthony Edwin Falkenstein	15 December 2021	831,190	0.84%
Anthony Edwin Falkenstein and Ian Donald Malcolm as trustees of the Edwin Trust	15 December 2021	1,342,067	1.35%
Anthony Edwin Falkenstein and Ian Donald Malcolm as trustees of the Edwin Trust as bare trustee for The Harvard Group Limited	15 December 2021	124,393	0.13%
Heather Jeanette Falkenstein and Ian Donald Malcolm as trustees of the Jeanette Trust	15 December 2021	1,342,068	1.35%
Anthony Edwin Falkenstein Heather Jeanette Falkenstein and Mairangi 2008 Limited as trustees of the Mairangi Trust	15 December 2021	26,461	0.03%
Anthony Edwin Falkenstein and Jayne Maree Godfrey as trustees of the Falkenstein University of Auckland Business School Charitable Trust	15 December 2021	2,116,827	2.13%
Anthony Edwin Falkenstein and Christopher Roy Saunders as trustees of the Falkenstein Onehunga Business School Charitable Trust	15 December 2021	2,116,827	2.13%
Anthony Edwin Falkenstein and Ian Donald Malcolm as trustees of the Edwin Trust as bare trustee for Anthony Edwin Falkenstein and Leon Fourie as trustees of the Falkenstein Unitec Business School Charitable Trust	15 December 2021	2,116,827	2.13%
Springfresh Marketing Pty Limited	28 September 2010	5,277,938	5.30%

Directory

As at 31 July 2023

Directors

Phil Norman
Chair and Independent Director

Tony Falkenstein
Chief Executive Director

Richard Carver
Independent Director

Lynne Jacobs
Non-Executive Director

Steve Bayliss
Independent Director

Future Directors Programme

Jacinta Taliauli

Executive Management

Tony Falkenstein
Chief Executive Officer

Eldon Roberts
Chief Financial Officer / Chief Operating Officer

Luan Howitt
General Manager – Healthy Homes

Katie Ludman
General Manager – Healthy Living

Share Registry

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Registered Office and Address for Service

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Auckland 1061
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Just Life Group Limited

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Auckland 1061
New Zealand

Tel + 64 9 630 1300

Postal Address

Private Bag 92811
Penrose
Auckland 1642
New Zealand

Auditors

PricewaterhouseCoopers

Bankers

Bank of New Zealand

Solicitors

Harmos Horton Lusk

Jackson Russell

Lane Neave

Just Life Group on the Web

www.justlifegroup.co.nz

www.justwater.co.nz

www.justwaterfilters.co.nz

www.hometech.co.nz

www.solatube.co.nz

www.herbalignite.com

www.cylinderguy.co.nz

www.abouthealth.co.nz

www.naturalsolutions.co.nz

about health
Lester's Oil
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www.justlifegroup.co.nz